

NOTICE ACCOMPANYING THE ELECTRONIC PROSPECTUS OF BIG CARING GROUP BHD (“BCG” OR THE “COMPANY”) DATED 29 OCTOBER 2026 (“ELECTRONIC PROSPECTUS”)

(Unless otherwise indicated, specified or defined in this notice, the definitions in the Electronic Prospectus shall apply throughout this notice)

Website

The Electronic Prospectus can be viewed or downloaded from Bursa Securities’ website at www.bursamalaysia.com (“**Website**”).

Availability and Location of Printed Prospectus

Any applicant in doubt concerning the validity or integrity of the Electronic Prospectus should immediately request a paper/printed copy of the Prospectus directly from the Company, or the Issuing House. Alternatively, the applicant may obtain a paper/printed copy of the Prospectus, subject to availability, from participating organisations of Bursa Securities, members of the Association of Banks in Malaysia and members of the Malaysian Investment Banking Association.

Prospective applicants should note that the Application Form is not available in electronic format.

Jurisdictional Disclaimer

The IPO and the distribution of the Electronic Prospectus are subject to the laws of Malaysia. The Electronic Prospectus will not be distributed outside Malaysia. Bursa Securities, the Company, the Directors, the Promoters, the Selling Shareholders, the Joint Principal Advisers, the Joint Global Coordinators, the Joint Bookrunners, Joint Managing Underwriters, and the Joint Underwriters, and any other advisers named in the Electronic Prospectus have not authorised anyone and take no responsibility for the distribution of the Electronic Prospectus outside Malaysia. No action has been taken to permit any offering of the IPO Shares based on the Electronic Prospectus in any jurisdiction other than Malaysia. The Electronic Prospectus may not be used for the purpose of and does not constitute an offer for the subscription or purchase of, or an invitation to subscribe for or purchase, the IPO Shares to any person outside Malaysia or in any jurisdiction or in any circumstance in which such an offer is not authorised or lawful or to any person to whom it is unlawful to make such offer or invitation. Prospective applicants who may be in possession of the Electronic Prospectus are required to take note, to inform themselves, and to observe such restrictions.

This document is not for publication or distribution, directly or indirectly, in or into the United States. This document does not constitute or form part of any offer to purchase, a solicitation of an offer to purchase, an offer to sell or an invitation or solicitation of an offer to sell, issue or subscribe for, securities in or into the United States or anywhere other than Malaysia. The IPO Shares may not be offered or sold in or into the United States unless under an exemption from, or in a transaction not subject to, the registration requirements under the U.S. Securities Act of 1933, as amended, and any applicable state securities laws. The Company has not and does not intend to register any portion of the offering in the United States or to conduct a public offering of its securities in the United States or in any other jurisdiction where such an offering is restricted or prohibited.

Close of Application

Applications for the IPO Shares offered under the Retail Offering will open at 10.00 a.m. on 29 October 2026 and will close at 5.00 p.m. on 5 November 2026. Any change to the timetable will be advertised by BCG in a widely circulated English and Bahasa Malaysia daily newspaper in Malaysia and will be announced on the Website.

The Electronic Prospectus made available on the Website after the closing of the application period is made available solely for informational and archiving purposes. No securities will be allotted or issued on the basis of the Electronic Prospectus after the closing of the application period.

Persons Responsible for the Internet Site in which the Electronic Prospectus is Posted

The Electronic Prospectus which is accessible at the Website is owned by Bursa Securities. Users’ access to the Website and the use of the contents of the Website and/or any information in whatsoever form arising from the Website shall be conditional upon acceptance of the terms and conditions of use as contained on the Website.

The contents of the Electronic Prospectus as provided by the Company to Bursa Securities are for informational and archiving purposes only and are not intended to provide investment advice of any form or kind, and shall not at any time be relied upon as such.



BIG CARING GROUP BHD
(Registration No. 201301014824 (1044657-T))
(Incorporated in Malaysia under the Companies Act 1965
and deemed registered under the Companies Act 2016)

Address
8, Jalan Astana 3/KU2, Bandar Bukit Raja
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Email
connect@bigcaring.com.my

www.bigcaring.com.my

P R O S P E C T U S



BIG CARING GROUP BHD

(Registration No. 201301014824 (1044657-T))
(Incorporated in Malaysia under the Companies Act 1965 and deemed registered under the Companies Act 2016)

INITIAL PUBLIC OFFERING ("IPO") OF UP TO 1,882,368,000 ORDINARY SHARES IN BIG CARING GROUP BHD ("BCG" OR "COMPANY") ("SHARES") ("IPO SHARES") IN CONJUNCTION WITH THE LISTING OF AND QUOTATION FOR THE ENTIRE ENLARGED ISSUED SHARES ON THE MAIN MARKET OF BURSA MALAYSIA SECURITIES BERHAD COMPRISING AN OFFER FOR SALE OF UP TO 1,291,821,000 EXISTING SHARES AND A PUBLIC ISSUE OF 590,547,000 NEW SHARES ("ISSUE SHARES") INVOLVING:

- INSTITUTIONAL OFFERING OF UP TO 1,614,730,000 IPO SHARES TO MALAYSIAN AND FOREIGN INSTITUTIONAL AND SELECTED INVESTORS INCLUDING BUMIPUTERA INVESTORS APPROVED BY THE MINISTRY OF INVESTMENT, TRADE AND INDUSTRY OF MALAYSIA AT THE INSTITUTIONAL PRICE TO BE DETERMINED BY WAY OF BOOKBUILDING ("INSTITUTIONAL PRICE"); AND
- RETAIL OFFERING OF 267,638,000 ISSUE SHARES MADE AVAILABLE FOR APPLICATION BY THE ELIGIBLE DIRECTORS AND EMPLOYEES OF BCG AND ITS SUBSIDIARIES ("GROUP"), PERSONS WHO HAVE CONTRIBUTED TO THE SUCCESS OF THE GROUP AND THE MALAYSIAN PUBLIC AT THE RETAIL PRICE OF RM1.08 PER ISSUE SHARE ("RETAIL PRICE"), PAYABLE IN FULL UPON APPLICATION AND SUBJECT TO REFUND OF THE DIFFERENCE BETWEEN THE RETAIL PRICE AND THE FINAL RETAIL PRICE (AS DEFINED IN THIS PROSPECTUS) IN THE EVENT THAT THE FINAL RETAIL PRICE IS LESS THAN THE RETAIL PRICE,

SUBJECT TO THE CLAWBACK AND REALLOCATION PROVISIONS AS WELL AS THE OVER-ALLOTMENT OPTION AS SET OUT IN THIS PROSPECTUS. THE FINAL RETAIL PRICE WILL BE EQUAL TO THE LOWER OF:

- THE RETAIL PRICE; OR
- THE INSTITUTIONAL PRICE

JOINT PRINCIPAL ADVISERS, JOINT GLOBAL COORDINATORS, JOINT BOOKRUNNERS,
JOINT MANAGING UNDERWRITERS AND JOINT UNDERWRITERS



JOINT PRINCIPAL ADVISER, JOINT GLOBAL COORDINATOR,
JOINT BOOKRUNNER AND JOINT UNDERWRITER



JOINT GLOBAL COORDINATOR AND
JOINT BOOKRUNNER



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

THE SECURITIES COMMISSION MALAYSIA ("SC") HAS APPROVED THE ISSUE, OFFER OR INVITATION FOR OUR IPO.

THIS PROSPECTUS HAS BEEN REGISTERED BY THE SC. THE SAID APPROVAL AND REGISTRATION OF THIS PROSPECTUS SHOULD NOT BE TAKEN TO INDICATE THAT THE SC RECOMMENDS OUR IPO OR ASSUMES RESPONSIBILITY FOR THE CORRECTNESS OF ANY STATEMENT MADE, OPINION EXPRESSED OR REPORT CONTAINED IN THIS PROSPECTUS. THE SC HAS NOT, IN ANY WAY, CONSIDERED THE MERITS OF OUR SHARES BEING OFFERED FOR INVESTMENT.

THE SC 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 THAT 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, SEE "RISK FACTORS" COMMENCING ON PAGE 54.

LISTING SOUGHT: MAIN MARKET OF BURSA MALAYSIA SECURITIES BERHAD

THIS PROSPECTUS IS NOT TO BE DISTRIBUTED OUTSIDE MALAYSIA

THIS PROSPECTUS IS DATED 29 OCTOBER 2026



All defined terms used in this Prospectus are defined under “Presentation of Information” commencing on page ix, “Definitions” commencing on page xii and “Glossary of Technical Terms” commencing on page xxvi.

RESPONSIBILITY STATEMENTS

Our Directors, Promoters and Selling Shareholders have seen and approved this Prospectus. They collectively and individually accept full responsibility for the accuracy of the information. Having made all reasonable enquiries, and to the best of their knowledge and belief, they confirm there is no false or misleading statement or other facts which if omitted, would make any statement in this Prospectus false or misleading.

Maybank IB, RHB Investment Bank and AmlInvestment Bank, being the Joint Principal Advisers, Joint Global Coordinators, Joint Bookrunners and Joint Underwriters, acknowledge that, based on all available information, and to the best of their 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 UBS in our IPO is limited to being the Joint Global Coordinator and Joint Bookrunner for the Institutional Offering both within Malaysia and outside of Malaysia. UBS does not have any role in, and disclaims any responsibility for, the Retail Offering in Malaysia.

STATEMENTS OF DISCLAIMER

Our Company has obtained the approval of Bursa Securities for our Listing. Admission to the Official List of Bursa Securities is not to be taken as an indication of the merits of our IPO, our Company or our Shares.

This Prospectus, together with the Application Forms, have also been lodged with the Registrar of Companies, who takes no responsibility for its contents.

You should rely on your own evaluation to assess the merits and risks of your investment. If you are in doubt as to the action to be taken, you should consult your stockbroker, bank manager, solicitor, accountant or other professional advisers immediately.

OTHER STATEMENTS

You should note that you may seek recourse under Sections 248, 249 and 357 of the CMSA for breaches of securities laws including any statement in this Prospectus that is false, misleading, or from which there is a material omission; or for any misleading or deceptive act in relation to this Prospectus or the conduct of any other person in relation to our Company.

Our Shares are offered to the public on the premise of full and accurate disclosure of all material information concerning our IPO, for which any person set out in Section 236 of the CMSA, is responsible.

Our Shares are classified as Shariah compliant by the Shariah Advisory Council of the Securities Commission Malaysia (“**SAC**”). This classification remains valid from the date of issue of this Prospectus until the next Shariah compliance review undertaken by the SAC. The new status is released in the updated list of Shariah-compliant securities on the last Friday of May and November.

This Prospectus is published solely in connection with our IPO. Our Shares are being offered solely on the basis of the information contained and representations made in this Prospectus. Our Company, Directors, Promoters, Selling Shareholders, Joint Principal Advisers, Joint Global Coordinators, Joint Bookrunners, Joint Managing Underwriters and Joint Underwriters have not authorised anyone to provide any information or to make any representation not contained in this Prospectus. Any information or representation not contained in this Prospectus must not be relied upon as having been authorised by our Company, Promoters, Selling Shareholders, Joint Principal Advisers, Joint Global Coordinators, Joint Bookrunners, Joint Managing Underwriters and Joint Underwriters or any of their respective directors, or any other persons involved in our IPO. You should not take the agreement by the Joint Managing Underwriters and Joint Underwriters named in this Prospectus to underwrite our Shares under the Retail Offering as an indication of the merits of our Shares being offered.

This Prospectus has been prepared in the context of an IPO under the laws of Malaysia. It does not comply with the laws of any jurisdiction other than Malaysia, and has not been and will not be lodged, registered or approved pursuant to or under any applicable securities or equivalent legislation or with or by any regulatory authority or other relevant body of any jurisdiction other than Malaysia.

The distribution of this Prospectus and our IPO are subject to the laws of Malaysia. This Prospectus will not be distributed outside Malaysia except insofar as it is part of the offering memorandum distributed to foreign institutional and selected investors outside Malaysia in connection with our IPO. Our Company, Promoters, Selling Shareholders, Joint Principal Advisers, Joint Global Coordinators, Joint Bookrunners, Joint Managing Underwriters and Joint Underwriters have not authorised and take no responsibility for the distribution of this Prospectus outside Malaysia except insofar as it is part of the offering memorandum distributed to foreign institutional and selected investors outside Malaysia in connection with our IPO. No action has been taken to permit any offering of our Shares based on this Prospectus in any jurisdiction other than Malaysia. Accordingly, this Prospectus may not be used for the purpose of and does not constitute an offer for subscription or purchase or invitation to subscribe for or purchase of our Shares in any jurisdiction or in any circumstance in which such an offer is not authorised or lawful or to any person to whom it is unlawful to make such offer or invitation. The distribution of this Prospectus and the offering of our Shares in certain other jurisdictions may be restricted by law. Prospective investors who may be in possession of this Prospectus are required to inform themselves and to observe such restrictions.

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 be deemed to accept any liability whether or not any enquiry or investigation is made in connection to it.

It will be your sole responsibility to ensure that your application for our IPO would be in compliance with the terms of our IPO 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 subject to the laws of Malaysia in connection to it. However, we reserve the right, in our absolute discretion, to treat any acceptance as invalid if we believe that such acceptance may violate any law or applicable legal or regulatory requirements.

It will be your sole responsibility to consult your legal and/or other professional adviser on the laws to which our IPO or you are or might be subjected to. Our Company, Promoters, Directors, Selling Shareholders, Joint Principal Advisers, Joint Global Coordinators, Joint Bookrunners, Joint Managing Underwriters, Joint Underwriters and any other advisers in relation to our IPO shall not accept any responsibility or liability in the event that any application made by you shall become illegal, unenforceable, avoidable or void in any country or jurisdiction.

Our Shares have not been and will not be registered under the U.S. Securities Act, and may not be offered, sold, or delivered within the United States or to U.S. persons (as defined in Regulation S under the U.S. Securities Act), unless pursuant to an exemption from, or a transaction not subject to, the registration requirements under the U.S. Securities Act. Accordingly, our Shares are being offered and sold only outside the United States in offshore transactions in reliance upon Regulation S under the U.S. Securities Act.

Our Shares have not been approved or disapproved by the United States Securities and Exchange Commission, any State Securities Commission in the United States or any other United States regulatory authority, nor have any of the foregoing authorities passed upon or endorsed the merits of our IPO or confirmed the accuracy or adequacy of this Prospectus. Any representation to the contrary is a criminal offence in the United States.

ELECTRONIC PROSPECTUS / INTERNET SHARE APPLICATION

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

The internet is not a fully secured medium. Your Internet Share Application may be subject to risks in 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. These risks cannot be borne by the Internet Participating Financial Institutions or Participating Securities Firms. If you are in doubt about the validity or integrity of the Electronic Prospectus, you should immediately request from us or the Issuing House, a paper / printed copy of this Prospectus.

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 do not endorse and are not affiliated in any way to the Third-Party Internet Sites. Accordingly, we are not responsible for the availability of or the content of any data, information, file or other material provided on the Third-Party Internet Sites. You bear all risks associated with the access to or use of the Third-Party Internet Sites;
- (ii) we are not responsible for the quality of products or services in the Third-Party Internet Sites, particularly in fulfilling any of the terms of any of your agreements with the Third-Party Internet Sites. We are also not responsible for any loss or damage or cost that you may suffer or incur in connection with or as a result of dealing with the Third-Party Internet Sites or the use of or reliance on any data, information, file or other material provided by the Third-Party Internet Sites; and
- (iii) any data, information, file or other material downloaded from the Third-Party Internet Sites is done at your own discretion and risk. We 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, file or other material.

Where an Electronic Prospectus is hosted on the website of the Internet Participating Financial Institutions or Participating Securities Firms, you are advised that:

- (i) the Internet Participating Financial Institutions or Participating Securities Firms are only liable in respect of the integrity of the contents of the Electronic Prospectus, to the extent of the contents of the Electronic Prospectus 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. The Internet Participating Financial Institutions or Participating Securities Firms are not responsible for the integrity of the contents of the Electronic Prospectus, which has been obtained from the web server of the Internet Participating Financial Institutions or Participating Securities Firms and subsequently communicated or disseminated in any manner to you or other parties;
- (ii) while all reasonable measures have been taken to ensure the accuracy and reliability of the information provided in the Electronic Prospectus, the accuracy and reliability of the Electronic Prospectus cannot be guaranteed because the internet is not a fully secure medium; and

- (iii) the Internet Participating Financial Institutions or Participating Securities Firms are not liable (whether in tort or contract or otherwise) for any loss, damage or costs that you or any other person may suffer or incur due to, as a consequence of or in connection with any inaccuracies, changes, alterations, deletions or omissions in respect of the information provided in the Electronic Prospectus which may arise in connection with or as a result of any fault with web browsers or other relevant software, any fault on your or any third party's personal computer, operating system or other software, viruses or other security threats, unauthorised access to information or systems in relation to the 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.

INDICATIVE TIMETABLE

An indicative timetable of our IPO is set out below:

Event	Time and/or date
Opening of the Institutional Offering ⁽¹⁾	29 October 2026
Issuance of this Prospectus / Opening of the Retail Offering	10:00 a.m., 29 October 2026
Closing of the Retail Offering	5:00 p.m., 5 November 2026
Closing of the Institutional Offering	6 November 2026
Price Determination Date	10 November 2026
Balloting of applications for our Issue Shares under the Retail Offering	10 November 2026
Allotment / Transfer of our IPO Shares to successful applicants	18 November 2026
Listing	19 November 2026

Note:

- (1) Other than the Institutional Offering to the Cornerstone Investors. The Master Cornerstone Placement Agreement for the acquisition and/or subscription of our IPO Shares by the Cornerstone Investors was entered into on 14 October 2026.

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

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PRESENTATION OF INFORMATION

All references to “our Company” or “BCG” are to Big Caring Group Bhd. All references to “BCG Group”, “our Group”, “we”, “us”, “our” or “ourselves” are to our Company and our Subsidiaries as a whole, save for where the context otherwise requires.

Unless the context otherwise requires, references to “Management” are to our Directors and Key Senior Management as at the date of this Prospectus, and statements as to our beliefs, expectations, estimates and opinions are those of our Directors and Key Senior Management.

All references to “Selling Shareholders” are to UPSB, IPSB, Low Youk Chu, Lim Bah Kaw, Tey Piow Fee, Chong Mu Sir, Tey Peyau Ek, See Chee Choon, Lim Shin Jeng, Tey Piow Yan, Lim Sze Ung, Tey Sew, and Soh Jau Rhen. All references to “Promoters” are to Lee Meng Chuan, Lim Sin Yin and UPSB.

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

All references to “Government” are to the Government of Malaysia; and references to “RM” and “sen” are to the lawful currency of Malaysia. Any discrepancies in the tables between the amounts listed and the totals in this Prospectus are due to rounding adjustments. Other abbreviations and acronyms used herein are defined in the “Definitions” section and technical terms used herein are defined in the “Glossary of Technical Terms” section. Words denoting the singular shall, where applicable, include the plural and *vice versa* and words denoting the masculine gender will, where applicable, include the feminine and/or neuter genders and *vice versa*. References to persons will, where applicable, include natural persons, firms, companies, bodies corporate and corporations.

Any reference to provisions of the statutes, rules, regulations, enactments, guidelines or rules of the stock exchange shall (where the context admits), be construed as a reference to provisions of such statutes, rules, regulations, enactments, guidelines or rules of the stock exchange (as the case may be) as modified by any written law or (if applicable) amendments or re-enactment to the statutes, rules, regulations, enactments, guidelines or rules of the stock exchange for the time being in force and unless specified, is a reference to an enactment in Malaysia.

Any reference to a date and time will be a reference to a date and time in Malaysia, unless otherwise stated. All references to the “LPD” in this Prospectus are to 30 September 2026, being the latest practicable date prior to the registration of this Prospectus with the SC.

The information on our website or any website directly or indirectly linked to such website does not form part of this Prospectus and you should not rely on that information for the purposes of your decision whether or not to invest in our Shares.

This Prospectus includes statistical data provided by us and various third parties and cites third-party projections regarding growth and performance of the industry in which we operate and our estimated market share in the industry in which we operate. This data is taken or derived from information published by industry sources and from our internal data. In each of such case, the source is stated in this Prospectus, provided that where no source is stated, it can be assumed that the information originated from us or is extracted from the IMR Report as included in Section 8 of this Prospectus. We have appointed Frost & Sullivan to provide an independent assessment on the retail pharmacy industry in Malaysia. In compiling its data for the review, Frost & Sullivan had relied on its research methodology, industry sources, published materials, its private databanks and direct contacts within the industry.

Further, third-party projections cited in this Prospectus are subject to significant uncertainties that could cause actual data to differ materially from the projected figures. We cannot give any assurance that the projections will be achieved and you should not place undue reliance on the statistical data and third-party projections cited in this Prospectus.

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, future plans and prospects 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, or industry results 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 are based on numerous assumptions and reflect our Group's current view with respect to future events and do not guarantee future performance.

Forward-looking statements can be identified by the use of forward-looking terminologies such as the words "may", "will", "would", "could", "believe", "expect", "anticipate", "intend", "estimate", "aim", "plan", "forecast" or similar expressions, and include all statements that are not historical facts. Such forward-looking statements include, without limitation, statements relating to:

- (i) demand for our products and general industry environment;
- (ii) our business strategies, trends, and competitive position;
- (iii) our financial performance;
- (iv) our future earnings, cash flows and liquidity;
- (v) potential growth opportunities;
- (vi) our ability to pay dividends; and
- (vii) regulatory environment and the effects of future regulation.

Our actual results may differ materially from information contained in such forward-looking statements as a result of a number of factors beyond our control, including, but not limited to:

- (i) activities and financial position of our customers, suppliers and other business partners;
- (ii) shortages in labour;
- (iii) interest rates, tax rates and foreign exchange rates;
- (iv) future regulatory, legislation, or government policy changes;
- (v) delays and other problems that impact the execution of our expansion plans;
- (vi) increases in rental rates of our stores and distribution centres;
- (vii) competitive environment of the industry in which we operate;
- (viii) reliance on licences, permits and approvals;
- (ix) changes in the general Malaysian economic, business, social, political and investment environment and retail market conditions;
- (x) fixed or contingent obligations and commitments;
- (xi) changes in accounting standards and policies; and
- (xii) any other factors beyond our control which include terrorist acts, pandemics, epidemics, or natural disasters.

FORWARD-LOOKING STATEMENTS *(Cont'd)*

Additional factors that could cause our actual results, performance or achievements to differ materially include, but are not limited to, those discussed in Section 5 of this Prospectus on “Risk Factors” and Section 12.2 of this Prospectus on “Management’s Discussion and Analysis of Financial Condition and Results of Operations”. We cannot give any assurance that the forward-looking statements made in this Prospectus will be realised. Such forward-looking statements are made only as at the LPD based on information available to us as at the LPD.

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

Should we become aware of any subsequent material change or development affecting a matter disclosed in this Prospectus arising from the date of registration of this Prospectus but before the date of allotment / transfer of our IPO Shares, we will further issue a supplemental or replacement prospectus, as the case may be, in accordance with the provisions of Section 238(1) of the CMSA and Paragraph 1.02, Chapter 1 of Part II (Division 6) of the Prospectus Guidelines (Supplementary and Replacement Prospectus).

DEFINITIONS

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

COMPANIES WITHIN OUR GROUP

BCG or Company	:	Big Caring Group Bhd
BCG Group or Group	:	Collectively, our Company and our Subsidiaries
Caring Group	:	Collectively, Caring and its group of subsidiaries
Yanling Group or Yanling	:	Collectively, Yanling Holdings and its group of subsidiaries

Subsidiaries

Malaysia

AHC Medical Supplies	:	AHC Medical Supplies Sdn Bhd
Big Lucky	:	Big Lucky Sdn Bhd
BIG Pharmacy Healthcare	:	Big Pharmacy Healthcare Sdn Bhd
Caring	:	Caring Pharmacy Group Sdn Bhd
CPRM	:	Caring Pharmacy Retail Management Sdn Bhd
CPSB	:	Caring Pharmacy Sdn Bhd
Medispec	:	Medispec (M) Sdn Bhd
Mercury Wellness	:	Mercury Wellness Sdn Bhd
MY Pharmacy Group	:	MY Pharmacy Group Sdn Bhd
Quantum Upstream	:	Quantum Upstream Sdn Bhd
Ting Pharmacy	:	Ting Alliance Sdn Bhd
TPHP or Georgetown Pharmacy	:	The Pill House Pharmacy Sdn Bhd
Wellings Pharmacy	:	Wellings Pharmacy Sdn Bhd
Yanling Assets	:	Yanling Assets Sdn Bhd
Yanling Natural Hygiene	:	Yanling Natural Hygiene Sdn Bhd

(collectively referred to as “**Material Subsidiaries**”)

Ace Caring	:	Ace Caring Pharmacy Sdn Bhd
Aetos Pharma	:	Aetos Pharma Sdn Bhd
Amazinglife Pharmacy	:	Amazinglife Pharmacy Sdn Bhd

DEFINITIONS (*Cont'd*)

Asia Healthcare	:	Asia Healthcare Sdn Bhd
Be Caring	:	Be Caring Sdn Bhd
Best Physio	:	Best Physio Sdn Bhd
Big Caring Academy	:	Big Caring Academy Sdn Bhd
Big KL	:	Big KL Pharmacy Sdn Bhd
Big Pharmacy Avenue	:	Big Pharmacy Avenue Sdn Bhd
Big Pharmacy FC	:	Big Pharmacy FC Sdn Bhd
BP (Melaka)	:	Big Pharmacy (Melaka) Sdn Bhd
BP (Northern)	:	Big Pharmacy (Northern) Sdn Bhd
BP (Perak)	:	Big Pharmacy (Perak) Sdn Bhd
BP (Sabah)	:	Big Pharmacy (Sabah) Sdn Bhd
BP (Sarawak)	:	Big Pharmacy (Sarawak) Sdn Bhd
BP (Southern)	:	Big Pharmacy (Southern) Sdn Bhd
Caring (ABM)	:	Caring Pharmacy (ABM) Sdn Bhd
Caring (Ampang)	:	Caring Pharmacy (Ampang) Sdn Bhd
Caring (IDR)	:	Caring Pharmacy (IDR) Sdn Bhd
Caring (JB Molek)	:	Caring Pharmacy (JB Molek) Sdn Bhd
Caring (Kinrara)	:	Caring Pharmacy (Kinrara) Sdn Bhd
Caring (KLP)	:	Caring Pharmacy (KLP) Sdn Bhd
Caring (MPLS)	:	Caring Pharmacy (MPLS) Sdn Bhd
Caring (RS)	:	Caring Pharmacy (RS) Sdn Bhd
Caring (Shah Alam)	:	Caring Pharmacy (Shah Alam) Sdn Bhd
Caring (SW)	:	Caring Pharmacy (SW) Sdn Bhd
Caring Abundance	:	Caring Abundance Sdn Bhd
Caring Alliance	:	Caring Alliance Sdn Bhd
Caring Always	:	Caring Pharmacy Always Sdn Bhd
Caring Ascend	:	Caring Pharmacy Ascend Sdn Bhd
Caring Clover	:	Caring Clover Sdn Bhd
Caring Empire	:	Caring Empire Sdn Bhd
Caring EStore	:	Caring EStore Sdn Bhd

DEFINITIONS (*Cont'd*)

Caring Evergreen	:	Caring Evergreen Sdn Bhd
Caring Healthmark	:	Caring Healthmark Sdn Bhd
Caring Health Solutions	:	Caring Health Solutions Sdn Bhd
Caring Link	:	Caring Link Sdn Bhd
Caring 'N' You	:	Caring 'N' You Pharmacy Sdn Bhd
Caring Rehab	:	Caring Rehab Specialist Sdn Bhd
Caring Rising	:	Caring Pharmacy Rising Sdn Bhd
Caring T & T	:	Caring T & T Sdn Bhd
Caring Trinity	:	Caring Trinity Sdn Bhd
Caring Trio	:	Caring Trio Sdn Bhd
Dermarque	:	Dermarque Sdn Bhd
E-Pharma	:	E-Pharma (M) Sdn Bhd
Farmasi Maluri	:	Farmasi Maluri Sdn Bhd
Fuji Acre	:	Fuji Acre Sdn Bhd
G&A Pharma	:	G&A Pharma Sdn Bhd
G&T Pharma	:	G&T Pharma Sdn Bhd
GM Pharma	:	GM Pharma Sdn Bhd
Golden North Pharmacy	:	Golden North Pharmacy Sdn Bhd
Green Surge	:	Green Surge Sdn Bhd
Green Trees Pharmacy	:	Green Trees Pharmacy Sdn Bhd
Healthy Care Pharmacy	:	Healthy Care Pharmacy Sdn Bhd
Healthy Point Pharmacy	:	Healthy Point Pharmacy Sdn Bhd
Horizon Academy	:	Horizon Academy Sdn Bhd
Island Rehab Specialist	:	Island Rehab Specialist Sdn Bhd
JOM Pharmacy	:	JOM Pharmacy Sdn Bhd
L & L Healthcare	:	L & L Healthcare Supply Sdn Bhd
Langkawi Pharmacy	:	Langkawi Pharmacy Sdn Bhd

DEFINITIONS (*Cont'd*)

Living Glory	:	Living Glory Sdn Bhd
LN Healthcare	:	LN Healthcare Sdn Bhd
LW Medical Associates	:	LW Medical Associates Sdn Bhd
Maxi Caring	:	Maxi Caring Sdn Bhd
Medical Supplies (Sarawak)	:	Medical Supplies (Sarawak) Sdn Bhd
Mega Caring	:	Mega Caring Sdn Bhd
MN Pharmacy	:	MN Pharmacy Sdn Bhd
MP Baitul Salam	:	MP Baitul Salam Sdn Bhd
MP Wellness	:	MP Wellness Sdn Bhd
MY (Austin)	:	MY Pharmacy (Austin) Sdn Bhd
MY (JJ)	:	MY Pharmacy (JJ) Sdn Bhd
MY (Kota)	:	MY Pharmacy (Kota) Sdn Bhd
MY (KT)	:	MY Pharmacy (KT) Sdn Bhd
MY (Kulai)	:	MY Pharmacy (Kulai) Sdn Bhd
MY (M)	:	MY Pharmacy (M) Sdn Bhd
MY (NB)	:	MY Pharmacy (NB) Sdn Bhd
MY (Pandan)	:	MY Pharmacy (Pandan) Sdn Bhd
MY (Pelangi)	:	MY Pharmacy (Pelangi) Sdn Bhd
MY (Sentosa)	:	MY Pharmacy (Sentosa) Sdn Bhd
MY Caring	:	MY Caring Pharmacy Sdn Bhd
MY Pharmacy Services	:	MY Pharmacy Services Sdn Bhd
MYGS Venture	:	MYGS Venture Sdn Bhd
Nutricient RX	:	Nutricient RX Sdn Bhd
One Caring	:	One Caring Pharmacy Sdn Bhd
Our Physio	:	Our Physio Sdn Bhd
Pakar Fisio dan Rehabilitasi Anda	:	Pakar Fisio Dan Rehabilitasi Anda Sdn Bhd
Pharmfresh Pharmacy	:	Pharmfresh Pharmacy Sdn Bhd
Plenitude Highlands	:	Plenitude Highlands Sdn Bhd

DEFINITIONS *(Cont'd)*

Preciouslife Pharmacy	:	Preciouslife Pharmacy Sdn Bhd
PT Pro	:	PT Pro Sdn Bhd
Realcare Baby and Organic	:	Realcare Baby and Organic Sdn Bhd
Realcare Pharmacy (K)	:	Realcare Pharmacy (K) Sdn Bhd
Sharing Pharmacy	:	Sharing Pharmacy Sdn Bhd
Simple Life Pharmacy	:	Simple Life Pharmacy Sdn Bhd
Spine Sports Stroke Rehab Specialist	:	Spine Sports Stroke Rehab Specialist Sdn Bhd
Stay Caring	:	Stay Caring Sdn Bhd
Sterling Pharmacy	:	Sterling Pharmacy Sdn Bhd
Super Health	:	Super Health Sdn Bhd
Vertex Pharmacy	:	Vertex Pharmacy Sdn Bhd
Victorie Caring	:	Victorie Caring Sdn Bhd
Vitamode	:	Vitamode Sdn Bhd
Viva Caring	:	Viva Caring Sdn Bhd
Wellings Pill House	:	Wellings Pill House Sdn Bhd
Wellings Selat	:	Wellings Selat Sdn Bhd
WM Caring Pharmacy	:	WM Caring Pharmacy Sdn Bhd
Xin Rehab	:	Xin Rehab Specialist Sdn Bhd
Yanling Holdings	:	Yanling Holdings Sdn Bhd
YB Physio	:	YB Physio Sdn Bhd
Your Physio	:	Your Physio Sdn Bhd
Your Physio Klang	:	Your Physio Klang Sdn Bhd
Your Physio Southern	:	Your Physio Southern Sdn Bhd
YP Physio	:	YP Physio Sdn Bhd

Singapore

Medispec (S)	:	Medispec (S) Pte Ltd
Quantum Upstream (Singapore)	:	Quantum Upstream (Singapore) Pte Ltd

(including the Material Subsidiaries, collectively referred to as “**Subsidiaries**”)

DEFINITIONS *(Cont'd)***Associates**

Axelton Healthcare : Axelton Healthcare Sdn Bhd

Data Flows : Data Flows Sdn Bhd

(collectively referred to as “**Associates**”)

GENERAL

Act : Companies Act 2016

ADA : Authorised Depository Agent

Admission : Admission of our Shares to the Official List of the Main Market

AGM : Annual general meeting

AmlInvestment Bank : AmlInvestment Bank Berhad

Application : Application for our Issue Shares under the Retail Offering by way of Application Form, Electronic Share Application or Internet Share Application

Application Forms : Collectively, White Application Form and Pink Application Form

ATM : Automated teller machine

Auditors or Reporting Accountants : BDO PLT

Authorised Financial Institution : Authorised financial institution participating in the Internet Share Application in respect of the payment for our Issue Shares

Big Retail Outlets : Retail outlets under the “BIG Pharmacy” and “Ting Pharmacy” brands

BDO PLT : BDO PLT (201906000013 (LLP0018825-LCA) & AF 0206)

Board : Board of Directors of our Company

Bomba : Fire and Rescue Department of Malaysia

BRDC : Bukit Raja Distribution Centre, our headquarters, and centralised and semi-automated warehouse located at No. 8, Jalan Astana 3/KU2, Bandar Bukit Raja, 41050 Klang, Selangor, Malaysia

DEFINITIONS (Cont'd)

Bumiputera	: In the context of:
	(i) individuals - Malays and the aborigines and the natives of Sabah and Sarawak as specified in the Federal Constitution of Malaysia;
	(ii) companies - companies which fulfil, among others, the following criteria or such other criteria as may be imposed by the MITI:
	(a) registered under the Act as a private company;
	(b) its shareholders are 100.0% Bumiputera; and
	(c) its board of directors (including its staff) are at least 51.0% Bumiputera; and
	(iii) cooperatives - cooperatives whose shareholders or cooperative members are at least 95.0% Bumiputera or such other criteria as may be imposed by the MITI
Bursa Depository	: Bursa Malaysia Depository Sdn Bhd
Bursa Securities	: Bursa Malaysia Securities Berhad
CAGR	: Compound annual growth rate
Caring Acquisition	: Acquisition by our Company of all the issued shares of Caring from Convenience Shopping (Sabah) Sdn Bhd and Motivasi Optima Sdn Bhd for a total purchase consideration of approximately RM888.3 million which was fully satisfied in cash and completed on 29 December 2023
Caring Retail Outlets	: Retail outlets under the CARiNG Pharmacy, Wellings Pharmacy and Georgetown Pharmacy brands
CCC	: Certificate of completion and compliance or such certificate by any other name issued pursuant to the SDBA, Uniform Building By-Laws 2022 of Sabah and Buildings Ordinance 1994 of Sarawak, and any by-laws made under it or such relevant legislation applicable at the material time
CCM	: Companies Commission of Malaysia
CDS	: Central Depository System
CEO	: Chief Executive Officer
CMSA	: Capital Markets and Services Act 2007
Constitution	: Constitution of our Company
Cornerstone Investors	: Collectively, abrdn Malaysia Sdn Bhd, abrdn Islamic Malaysia Sdn Bhd, AHAM Asset Management Berhad, AIIAMAN Asset Management Sdn Bhd, Amova Asset Management Asia Limited, Eastspring Investments Berhad, FIL Investment Management (Hong Kong) Limited, First Sentier Investors (Hong Kong) Limited, First Sentier Investors (Singapore), International Finance Corporation, JPMorgan Asset Management (Singapore) Limited, Kenanga Investors Berhad, Kenanga Islamic Investors Berhad, Magna Umbrella Fund PLC, Mawer Emerging Markets Equity Fund, Oaks Emerging Umbrella Fund PLC, Principal Asset Management Berhad, RWC Asset Management LLP and RWC Asset Advisors (US) LLC

DEFINITIONS (Cont'd)

COVID-19	:	An infectious disease caused by severe acute respiratory syndrome coronavirus 2 (SARS-CoV-2)
Creador Partners	Affiliated :	The following limited partners of Creador V who are also directors or alternate directors of, or are related to the directors of, Creador Management V Ltd: <ul style="list-style-type: none"> (i) four entities, i.e. Alaka Holdings Ltd, Creador Conscientia Ltd, Gaia Union Limited and Baratheon Group Limited (collectively, "BV Entities"), owned or controlled, directly or indirectly, by Brahma Vasudevan, a director of Creador Management V Ltd with a collective partnership interest of 5.8% in Creador V; (ii) Ong Su Lin, a director of Creador Management V Ltd with a partnership interest of 0.01% in Creador V; and (iii) Yoong Tai Mai, an alternate director to Brahma Vasudevan on the board of Creador Management V Ltd with a partnership interest of 0.06% in Creador V. She is also a director of IPSB and IPL
Creador V	:	Creador V L.P.
Directors	:	Directors of our Company
EBITDA	:	Earnings before interest, tax, depreciation, and amortisation
EIS	:	Employment Insurance System
Electronic Prospectus	:	A copy of this Prospectus that is issued, circulated or disseminated via the internet, and/or an electronic storage medium including, but not limited to compact disc read only memory (CD-ROM)
Electronic Application	Share :	Application for our Issue Shares under the Retail Offering through a Participating Financial Institution's ATM
Eligible Persons	:	Collectively, the Directors and employees of our Group (including directors of our Subsidiaries) and persons who have contributed to the success of our Group who are eligible to participate in the Retail Offering
EPF	:	Employees' Provident Fund Board
EPS	:	Earnings per Share
Equity Guidelines	:	Equity Guidelines issued by the SC
ESG	:	Environmental, social and governance
ESOS	:	Employees' share option scheme established by our Company on 1 July 2019 and expired on 23 May 2025
ESOS Grantees	:	Individuals who were allotted Shares pursuant to their exercise of options granted to them pursuant to the ESOS
Final Retail Price	:	Final price per Issue Share to be paid by the Eligible Persons and investors under the Retail Offering, equivalent to the Retail Price or the Institutional Price, whichever is lower, to be determined on the Price Determination Date
Financial Years Under Review	:	Collectively, the FYE 2023, FYE 2024, FYE 2025 and FYE 2026

DEFINITIONS (Cont'd)

Frost & Sullivan or IMR	:	Frost & Sullivan GIC Malaysia Sdn Bhd, the independent market researcher
FYE	:	Financial year ended or ending 30 June, where the context requires
GDP	:	Gross domestic product
GP	:	Gross profit
IFRS	:	International Financial Reporting Standards
IMR Report	:	Independent market research report dated 14 October 2026 prepared by Frost & Sullivan as set out in Section 8 of this Prospectus
Institutional Offering	:	Offering of up to 1,614,730,000 IPO Shares at the Institutional Price, subject to the clawback and reallocation provisions and the Over-allotment Option, to the following: <ul style="list-style-type: none"> (i) Malaysian institutional and selected investors, including Bumiputera investors approved by the MITI; and (ii) foreign institutional and selected investors outside the United States in reliance on Regulation S
Institutional Price	:	Price per IPO Share to be paid by investors under the Institutional Offering which will be determined on the Price Determination Date by way of bookbuilding
Internet Participating Financial Institutions	:	Participating Financial Institutions for the Internet Share Application
Internet Share Application	:	Application for our Issue Shares under the Retail Offering through an Internet Participating Financial Institutions or Participating Securities Firms
IPSB	:	Iris Pallida Sdn Bhd
IPL	:	Iris Pallida Limited
IPO	:	Initial public offering comprising the Offer for Sale and Public Issue
IPO Shares	:	Collectively, the Issue Shares and Offer Shares
ISO	:	International Organisation for Standardisation
Issue Shares	:	New Shares to be issued by our Company pursuant to the Public Issue
Issuing House	:	Malaysian Issuing House Sdn Bhd
IT	:	Information technology
JAKIM	:	Department of Islamic Development Malaysia
Joint Bookrunners	:	Collectively, Maybank IB, RHB Investment Bank, AmlInvestment Bank and UBS
Joint Global Coordinators	:	Collectively, Maybank IB, RHB Investment Bank, AmlInvestment Bank and UBS
Joint Managing Underwriters	:	Collectively, Maybank IB and RHB Investment Bank

DEFINITIONS (Cont'd)

Joint Principal Advisers	:	Collectively, Maybank IB, RHB Investment Bank and AmlInvestment Bank
Joint Underwriters	:	Collectively, Maybank IB, RHB Investment Bank and AmlInvestment Bank
Key Senior Management	:	Key senior management of our Group, namely Lee Meng Chuan, Lim Sin Yin, Chong Yeow Siang, Chin Shin Yi, Ooh Chin Boon, Ch'ng Haw Chong, Ang Swee Lim and See Chee Choon
km	:	Kilometres
Listing	:	Listing of and quotation for the entire enlarged issued Shares on the Main Market
Listing Requirements	:	Main Market Listing Requirements of Bursa Securities
LPD	:	30 September 2026, being the latest practicable date prior to the registration of this Prospectus with the SC
Main Market	:	Main Market of Bursa Securities
Malaysian Public	:	Malaysian citizens, companies, societies, co-operatives and institutions incorporated or organised under the laws of Malaysia
Manufacturing Facility	:	An integrated pharmaceutical manufacturing facility erected on 11 parcels of leasehold lands located at Jalan SB Jaya 11, Taman Industri SB Jaya, 47000 Sungai Buloh, Selangor Darul Ehsan, Malaysia
Market Day	:	A day on which Bursa Securities is open for trading in securities
Master Cornerstone Placement Agreement	:	The master cornerstone placement agreement dated 14 October 2026 between our Company, the Selling Shareholders, the Joint Global Coordinators, the Joint Bookrunners, and the Cornerstone Investors
Maybank IB	:	Maybank Investment Bank Berhad
MCCG	:	Malaysian Code on Corporate Governance issued by the SC
MCO	:	Movement Control Order implemented under the Prevention and Control of Infectious Diseases Act 1988 and Police Act 1967 as a preventive measure to curb the spread of COVID-19 in Malaysia
MDA	:	Medical Device Authority
Medispec Acquisition	:	Acquisition by our Company of 89.3% equity interest in Medispec from Premier Vitality Sdn Bhd, Heng Thin Fook and Ong Lian Hong for a total purchase consideration of approximately RM249.4 million which was fully satisfied in cash and completed on 28 February 2025
MFRS	:	Malaysian Financial Reporting Standards
MIA	:	Malaysian Institute of Accountants
MITI	:	Ministry of Investment, Trade and Industry of Malaysia
MOH	:	Ministry of Health Malaysia

DEFINITIONS (Cont'd)

Moratorium Providers	: Collectively:
	(i) UPSB, our Promoter and Substantial Shareholder;
	(ii) IPSB, our Substantial Shareholder;
	(iii) Lee Meng Chuan, our Promoter, Substantial Shareholder and Group Managing Director cum Group CEO;
	(iv) Lim Sin Yin, our Promoter, Substantial Shareholder and Executive Director;
	(v) See Chee Choon, our Chief Business Development Officer and shareholder of our Company and UPSB;
	(vi) Low Youk Chu, Lim Bah Kaw, Lim Shin Jeng, Soh Jau Rhen, Lee Sheen Mei and Lim Shin Yen, shareholders of our Company and UPSB; and
	(vii) Wong Wai Hou, a shareholder of our Company; and
	(viii) Lee Meng Wei, Lim Yeong Chwen and Tey Swee Teng, persons connected to Lee Meng Chuan and Lim Sin Yin,
	whose securities are subject to moratorium under the Equity Guidelines.
	Please refer to Section 2.2 of this Prospectus for further details on the shareholders of the Moratorium Providers who have also provided their moratorium in respect of their shares held in the Moratorium Providers
MyIPO	: Intellectual Property Corporation of Malaysia
N/A	: Not applicable
NA	: Net assets attributable to the owners of our Company
NBV	: Net book value
NPRA	: National Pharmaceutical Regulatory Agency
NRIC	: National registration identity card
Offer for Sale	: Offer for sale of up to 1,291,821,000 Offer Shares by the Selling Shareholders
Offer Shares	: Existing Shares to be offered by the Selling Shareholders pursuant to the Offer for Sale
Official List	: A list specifying all securities listed on Bursa Securities
Over-allotment Option	: The over-allotment option that may be granted by the Over-allotment Option Provider to the Stabilising Manager for up to 225,146,000 Shares, representing up to 12.0% of the total number of IPO Shares
Over-allotment Option Provider	: IPSB
Participating Financial Institutions	: Participating Financial Institutions for the Electronic Share Application
Participating Securities Firms	: Participating Securities Firms for the Internet Share Application

DEFINITIONS *(Cont'd)*

PAT	:	Profit after taxation
PATAMI	:	PAT attributable to the owners of our Company
PBT	:	Profit before taxation
Pink Application Form	:	Application form for the application of our Issue Shares under the Retail Offering by the Eligible Persons accompanying this Prospectus
Pink Form Allocation	:	The allocation of 120,000,000 Issue Shares to the Eligible Persons under the Retail Offering
Placement Agreement	:	The placement agreement to be entered into between our Company, the Selling Shareholders, the Joint Global Coordinators and the Joint Bookrunners in respect of such number of IPO Shares to be offered under the Institutional Offering
PPE	:	Property, plant and equipment
Price Determination Date	:	The date on which the Institutional Price and Final Retail Price will be determined
Promoters	:	Collectively or individually, Lee Meng Chuan, Lim Sin Yin and UPSB
Prospectus	:	This Prospectus dated 29 October 2026 issued by our Company
Prospectus Guidelines	:	Prospectus Guidelines issued by the SC
Public Issue	:	Public issue of 590,547,000 Issue Shares
Regulation S	:	Regulation S under the U.S. Securities Act
Retail Offering	:	Offering of 267,638,000 Issue Shares at the Retail Price, subject to the clawback and reallocation provisions, to be allocated in the following manner: <ul style="list-style-type: none"> (i) 147,638,000 Issue Shares for application by the Malaysian Public, via balloting; and (ii) 120,000,000 Issue Shares reserved for application by the Eligible Persons
Retail Price	:	Initial price of RM1.08 per Issue Share to be fully paid upon application under the Retail Offering, subject to the adjustment as detailed in Section 4.3.1 of this Prospectus
Retail Underwriting Agreement	:	The retail underwriting agreement dated 14 October 2026 between our Company, and the Joint Managing Underwriters and the Joint Underwriters for the underwriting of our Issue Shares under the Retail Offering
RHB Investment Bank	:	RHB Investment Bank Berhad
Rules of Bursa Depository	:	The rules of Bursa Depository as issued under the SICDA
SC	:	Securities Commission Malaysia
SDBA	:	Street, Drainage and Building Act 1974

DEFINITIONS (Cont'd)

Selling Shareholders	:	Collectively, UPSB, IPSB, Low Youk Chu, Lim Bah Kaw, Tey Piow Fee, Chong Mu Sir, Tey Peyau Ek, See Chee Choon, Lim Shin Jeng, Tey Piow Yan, Lim Sze Ung, Tey Sew and Soh Jau Rhen
Share Lending Agreement	:	The agreement to be entered into by the Over-allotment Option Provider and the Stabilising Manager under which the Over-allotment Option Provider will lend our Shares to the Stabilising Manager to cover over-allotments, if any, under the Over-allotment Option
Share Registrar	:	Boardroom Share Registrars Sdn Bhd
Shares	:	Ordinary shares in our Company
SICDA	:	Securities Industry (Central Depositories) Act 1991
SKUs	:	Stock keeping units, a unique number used to identify a specific product
SOC SO	:	Social Security Organisation of Malaysia, also known as PERKESO
sq. ft.	:	Square feet
sq. m.	:	Square metres
SSSG	:	Same-store sales growth
SST	:	Sales and services tax
Stabilising Manager	:	Maybank IB
Subdivision	:	Subdivision of 169,782,217 existing Shares into 6,791,288,680 Shares
Substantial Shareholders	:	Collectively or individually, Lee Meng Chuan, Lim Sin Yin, UPSB, IPSB, IPL and Creador V
UBS	:	Collectively, UBS AG, Singapore Branch and UBS Securities Malaysia Sdn Bhd
UPSB	:	Uptown Paradise Sdn Bhd
U.S. or United States	:	United States of America, its territories and possessions, any state of the United States and the District of Columbia
U.S. Securities Act	:	United States Securities Act of 1933
White Application Form	:	Application form for the application of our Issue Shares under the Retail Offering by the Malaysian Public accompanying this Prospectus
Yanling Acquisition	:	Acquisition by Yanling Assets, our subsidiary, of 60.0% equity interest in Yanling Holdings from Goh Ching Yang and Sin Laik Choo for a total purchase consideration of RM63.0 million which was fully satisfied in cash and completed on 30 October 2023
YMS	:	Yeap Medical Supplies Pte. Ltd.
YMS Acquisition	:	Acquisition by our Company of a 96.0% equity interest in YMS from Yeap Chee Kiong, Victor (Ye Zhiqiang, Victor) in three tranches of 76.0%, 10.0% and 10.0% respectively. Please refer to Section 7.3.1 of this Prospectus for further details on the acquisition

DEFINITIONS *(Cont'd)*

YMS SPA	:	Sale and purchase agreement dated 14 October 2026 entered into between our Company (as purchaser) and Yeap Chee Kiong, Victor (Ye Zhiqiang, Victor) (as vendor) for the YMS Acquisition
Your Acquisition	Physio :	Acquisition by our Company of 57.1% equity interest in Your Physio from Tan Kuen Wei, Lee Choon Yik, and Cheen Lee Pheng for a total purchase consideration of approximately RM32.8 million which was fully satisfied in cash and completed on 30 May 2025

Currencies

RM and sen	:	Ringgit Malaysia and sen respectively, the lawful currency of Malaysia
SGD	:	Singapore Dollar, the lawful currency of Singapore
USD	:	United States Dollar, the lawful currency of the U.S.

GLOSSARY OF TECHNICAL TERMS

The following technical terms in this Prospectus shall have the same meaning as set out below unless the technical term is defined otherwise or the context requires otherwise.

Brand Principals	:	Brand owners of pharmaceutical, healthcare, beauty, medical and other products
EBITDA breakeven	:	The point at which a retail outlet's operating revenue covers its operating expenses and its EBITDA is positive
E-Stores	:	Our e-commerce websites, https://www.bigpharmacy.com.my and https://estore.caring2u.com
Exclusive products	:	Third-party brand products where we have exclusive arrangements with our suppliers and Brand Principals to sell. These exclusivity arrangements include regional exclusivity as well as arrangements where we are the exclusive chain pharmacy retailer
Foundational master data	:	Fundamental business data in an enterprise and defines the business objects and classifications that describe overall business information
Group A poisons	:	Poisons which may only be sold or supplied by a licensed wholesaler (i) to a licensed pharmacist; (ii) to another licensed wholesaler; or (iii) to be immediately exported to a purchaser outside Malaysia
Group B poisons	:	Poisons that may be sold or supplied by retail to any person by a pharmacist, as a dispensed medicine on and in accordance with a prescription prescribed by a registered medical practitioner
Group C poisons	:	Poisons that may be sold or supplied by retail to any person as a dispensed medicine or an ingredient in a dispensed medicine
Independent pharmacies	:	Single or small-scale operations with fewer than 10 licensed pharmacies
Key opinion leaders	:	Individuals with influence over a large audience following through mainstream or social media
Licensed pharmacies	:	Retail outlets operated by our Group with at least a licensed pharmacist
Licensed pharmacist	:	A pharmacist who is the holder of a Type A license issued to him under the Poisons Act 1952 to import, store and deal generally by wholesale and/or retail in all poisons, including Group A poisons
Marketplaces	:	Third-party online marketplaces
MeSTI	:	Makanan Selamat Tanggungjawab Industri
MyHA	:	MyHealth Advisor
ODM	:	Original design manufacturing
OEM	:	Original equipment manufacturing
Organised chains	:	Larger-scale operations of 10 or more licensed pharmacies
OTC	:	Over-the-counter
Own-brand products	:	Products sold under proprietary brands owned by and registered under our Group

GLOSSARY OF TECHNICAL TERMS (Cont'd)

Payback period	:	Payback for new retail pharmacy outlets is calculated by aggregating the monthly EBITDA (including rental expense) for new retail outlets opened starting from the month of opening such retail outlets, until such period that the sum exceeds the capital invested-out for that retail outlet. For the purposes of our calculation, the capital invested per new store includes capital expenditure, initial inventory, utility deposits and rental deposits
Pharmacist	:	A pharmacist duly registered under the Registration of Pharmacists Act 1951 carrying on businesses relating to the keeping, retailing, dispensing, and compounding of Group B poisons and Group C poisons
Pharmacovigilance	:	The science and activities relating to the detection, assessment, understanding and prevention of adverse effects or any other medicine / vaccine-related problem
Poisons	:	Any substance specified in the Poisons List of the Poisons Act 1952 and includes any preparation, solution, compound, mixture or natural substance containing such substance, other than articles and preparations exempted from the provisions of the Poisons Act 1952
R&D	:	Research and development
Registered products	:	Products registered with the NPRA
Retail outlets	:	All retail outlets operated by our Group, regardless of whether there is a licensed pharmacist at such outlet
RSO	:	Retail sales and operations
SAP	:	System Applications and Products in Data Processing
Second-brand products	:	Products produced by Brand Principals using the same formulations, recipes and manufacturing processes as their main brands but sold under a different brand name
Third-party healthcare administrators	:	Third-party intermediaries that perform administrative services for health insurance plans
Type A license	:	A license issued by the Pharmaceutical Services Division under the MOH to a pharmacist to import, store and deal generally by wholesale or retail or both for all poisons under the Poisons Act 1952

1. CORPORATE DIRECTORY**BOARD OF DIRECTORS**

Name	Designation	Nationality / Gender	Address
Tan Sri Dato' Seri Dr. Haji Noor Hisham Bin Abdullah	Independent Non-Executive Chairman	Malaysian / Male	No. 6, Jalan P10B/8, Presint 10 62250 Putrajaya Wilayah Persekutuan Putrajaya Malaysia
Lee Meng Chuan	Group Managing Director cum Group CEO	Malaysian / Male	42, Jalan BU 7/1, Bandar Utama 47800 Petaling Jaya Selangor Malaysia
Lim Sin Yin	Executive Director	Malaysian / Female	42, Jalan BU 7/1, Bandar Utama 47800 Petaling Jaya Selangor Malaysia
Livia Chan Lih Wen	Non-Independent Non-Executive Director	Malaysian / Female	A-07-3 The Maple At Sentul West #1A Persiaran Parkview Off Jln Ipoh 51100 Kuala Lumpur Wilayah Persekutuan Kuala Lumpur Malaysia
Dato' Seri Dr. Chen Chaw Min	Independent Non-Executive Director	Malaysian / Male	No. 5, Jalan PJU 1A/29A, Ara Damansara 47301 Petaling Jaya Selangor Malaysia
Datuk Amnah Binti Ibrahim	Independent Non-Executive Director	Malaysian / Female	No. 8, Jalan Kota U8/102B, Jelutong Heights Seksyen 8, Bukit Jelutong 40150 Shah Alam Selangor Malaysia
Chai Yoke Fong	Independent Non-Executive Director	Malaysian / Female	No. 12A, Jalan PH1/2 Puchong Hartamas 47100 Puchong Selangor Malaysia

1. CORPORATE DIRECTORY (Cont'd)**AUDIT COMMITTEE**

Name	Designation	Directorship
Chai Yoke Fong	Chairperson	Independent Non-Executive Director
Dato' Seri Dr. Chen Chaw Min	Member	Independent Non-Executive Director
Datuk Amnah Binti Ibrahim	Member	Independent Non-Executive Director

NOMINATING AND REMUNERATION COMMITTEE

Name	Designation	Directorship
Datuk Amnah Binti Ibrahim	Chairperson	Independent Non-Executive Director
Dato' Seri Dr. Chen Chaw Min	Member	Independent Non-Executive Director
Livia Chan Lih Wen	Member	Non-Independent Non-Executive Director

SUSTAINABILITY AND RISK MANAGEMENT COMMITTEE

Name	Designation	Directorship
Dato' Seri Dr. Chen Chaw Min	Chairman	Independent Non-Executive Director
Chai Yoke Fong	Member	Independent Non-Executive Director
Lim Sin Yin	Member	Executive Director

1. CORPORATE DIRECTORY (Cont'd)

COMPANY SECRETARIES	<p>Teo Soon Mei Chartered Secretary and Chartered Governance Professional (Malaysian Institute of Chartered Secretaries and Administrators ("MAICSA") Membership No.: 7018590) (CCM Practising Certificate No.: 201908000235) The Institute of Internal Auditors Malaysia (Associate Membership No. 210858)</p> <p>Lim Jia Huey Chartered Secretary and Chartered Governance Professional (MAICSA Membership No.: 7073258) (CCM Practising Certificate No.: 201908000929)</p> <p>No. D-09-02, Level 9, EXSIM Tower Millerz Square @ Old Klang Road Megan Legasi No. 357, Jalan Kelang Lama 58000 Kuala Lumpur Malaysia Tel. No.: +603 7971 8080</p>						
REGISTERED OFFICE	<p>No. D-09-02, Level 9, EXSIM Tower Millerz Square @ Old Klang Road Megan Legasi No. 357, Jalan Kelang Lama 58000 Kuala Lumpur Malaysia Tel. No.: +603 7971 8080</p>						
HEAD MANAGEMENT OFFICE	<p>/ : No. 8, Jalan Astana 3/KU2 Bandar Bukit Raja 41050 Klang Selangor Malaysia Tel. No.: +603 7456 6000 Email: connect@bigcaring.com.my Website: https://www.bigcaring.com.my</p>						
SELLING SHAREHOLDERS	<table> <tr> <td data-bbox="464 1384 930 1536"> <p>UPSB 3rd Floor No. 17, Jalan Ipoh Kecil 50350 Kuala Lumpur Wilayah Persekutuan Kuala Lumpur Malaysia</p> </td><td data-bbox="970 1384 1418 1628"> <p>IPSB Level 5, Guoco Tower 6 Jalan Damanlela Damansara City Bukit Damansara 50490 Kuala Lumpur Wilayah Persekutuan Kuala Lumpur Malaysia</p> </td></tr> <tr> <td data-bbox="464 1659 786 1843"> <p>Low Youk Chu 178, Persiaran Perupuk Sierramas 47000 Sungai Buloh Selangor Malaysia</p> </td><td data-bbox="970 1659 1254 1843"> <p>Lim Bah Kaw 178, Persiaran Perupuk Sierramas 47000 Sungai Buloh Selangor Malaysia</p> </td></tr> <tr> <td data-bbox="464 1874 794 2054"> <p>Tey Piow Fee No. 11, Jalan Meranti 29 Taman Merang 72100 Bahau Negeri Sembilan Malaysia</p> </td><td data-bbox="970 1874 1281 2027"> <p>Chong Mu Sir No. 87, Changkat Kinding 31250 Tanjong Rambutan Perak Malaysia</p> </td></tr> </table>	<p>UPSB 3rd Floor No. 17, Jalan Ipoh Kecil 50350 Kuala Lumpur Wilayah Persekutuan Kuala Lumpur Malaysia</p>	<p>IPSB Level 5, Guoco Tower 6 Jalan Damanlela Damansara City Bukit Damansara 50490 Kuala Lumpur Wilayah Persekutuan Kuala Lumpur Malaysia</p>	<p>Low Youk Chu 178, Persiaran Perupuk Sierramas 47000 Sungai Buloh Selangor Malaysia</p>	<p>Lim Bah Kaw 178, Persiaran Perupuk Sierramas 47000 Sungai Buloh Selangor Malaysia</p>	<p>Tey Piow Fee No. 11, Jalan Meranti 29 Taman Merang 72100 Bahau Negeri Sembilan Malaysia</p>	<p>Chong Mu Sir No. 87, Changkat Kinding 31250 Tanjong Rambutan Perak Malaysia</p>
<p>UPSB 3rd Floor No. 17, Jalan Ipoh Kecil 50350 Kuala Lumpur Wilayah Persekutuan Kuala Lumpur Malaysia</p>	<p>IPSB Level 5, Guoco Tower 6 Jalan Damanlela Damansara City Bukit Damansara 50490 Kuala Lumpur Wilayah Persekutuan Kuala Lumpur Malaysia</p>						
<p>Low Youk Chu 178, Persiaran Perupuk Sierramas 47000 Sungai Buloh Selangor Malaysia</p>	<p>Lim Bah Kaw 178, Persiaran Perupuk Sierramas 47000 Sungai Buloh Selangor Malaysia</p>						
<p>Tey Piow Fee No. 11, Jalan Meranti 29 Taman Merang 72100 Bahau Negeri Sembilan Malaysia</p>	<p>Chong Mu Sir No. 87, Changkat Kinding 31250 Tanjong Rambutan Perak Malaysia</p>						

1. CORPORATE DIRECTORY (Cont'd)

Tey Peyau Ek
No. 84, Taman Timur
72100 Bahau
Negeri Sembilan
Malaysia

Lim Shin Jeng
No. 11, Jalan U13/56A
Eco Ardence, Seksyen U13
40170 Shah Alam
Selangor
Malaysia

Lim Sze Ung
17, Jalan Pandan Ria 1
Taman Pandan Ria
68000 Ampang
Selangor
Malaysia

Soh Jau Rhen
16, Jalan Austin Heights 1/4
Taman Mount Austin,
81100 Johor Bahru
Johor
Malaysia

Tey Sew
No. 87, Taman Timur
72100 Bahau
Negeri Sembilan
Malaysia

Tey Piow Yan
No. 83, Taman Timor Dua
72100 Bahau
Negeri Sembilan
Malaysia

See Chee Choon
No. 11, Jalan U13/56A
Eco Ardence, Seksyen U13
40170 Shah Alam
Selangor
Malaysia

JOINT PRINCIPAL ADVISERS AND JOINT UNDERWRITERS : **Maybank Investment Bank Berhad**
Level 70, Menara Merdeka Maybank
Presint Merdeka 118
50118 Kuala Lumpur
Malaysia
Tel. No.: +603 2059 1888

RHB Investment Bank Berhad
Level 10, Tower One
RHB Centre
Jalan Tun Razak
50400 Kuala Lumpur
Malaysia
Tel. No.: +603 9206 8118

AmInvestment Bank Berhad
22nd Floor, Bangunan AmBank Group
No. 55, Jalan Raja Chulan
50200 Kuala Lumpur
Malaysia
Tel. No.: +603 2036 2633

1. CORPORATE DIRECTORY (Cont'd)

JOINT MANAGING UNDERWRITERS : **Maybank Investment Bank Berhad**
 Level 70, Menara Merdeka Maybank
 Presint Merdeka 118
 50118 Kuala Lumpur
 Malaysia
 Tel. No.: +603 2059 1888

RHB Investment Bank Berhad
 Level 10, Tower One
 RHB Centre
 Jalan Tun Razak
 50400 Kuala Lumpur
 Malaysia
 Tel. No.: +603 9206 8118

JOINT GLOBAL COORDINATORS AND JOINT BOOKRUNNERS : **Maybank Investment Bank Berhad**
 Level 70, Menara Merdeka Maybank
 Presint Merdeka 118
 50118 Kuala Lumpur
 Malaysia
 Tel. No.: +603 2059 1888

RHB Investment Bank Berhad
 Level 10, Tower One
 RHB Centre
 Jalan Tun Razak
 50400 Kuala Lumpur
 Malaysia
 Tel. No.: +603 9206 8118

AmInvestment Bank Berhad
 22nd Floor, Bangunan AmBank Group
 No. 55, Jalan Raja Chulan
 50200 Kuala Lumpur
 Malaysia
 Tel. No.: +603 2036 2633

UBS AG, Singapore Branch
 9 Penang Road
 Singapore 238459
 Tel. No.: +65 6495 7812

UBS Securities Malaysia Sdn Bhd
 Lot 6-1, Level 6
 Equatorial Plaza
 50250 Kuala Lumpur
 Malaysia
 Tel. No.: +603 2781 1100

1. CORPORATE DIRECTORY (Cont'd)**AUDITORS AND
REPORTING
ACCOUNTANTS**

: **BDO PLT**
(201906000013 (LLP0018825-LCA) & AF 0206)
Level 8
BDO @ Menara CenTARa
360, Jalan Tuanku Abdul Rahman
50100 Kuala Lumpur
Malaysia
Tel. No.: +603 2616 2888

Partner-in-charge: Law Kian Huat
Professional qualification: Chartered Accountant, Member of MIA
(MIA Membership No.: 14633)
Approval No.: 02855/06/2028 J

LEGAL ADVISERS

: *To our Company as to Malaysian law*

Christopher & Lee Ong
Level 22, Axiata Tower
No. 9, Jalan Stesen Sentral 5
Kuala Lumpur Sentral
50470 Kuala Lumpur
Malaysia
Tel. No.: +603 2273 1919

To our Company as to United States federal securities law and English law

Clifford Chance
25th Floor, MBFC Tower 3
12 Marina Boulevard
Singapore 018982
Tel. No.: +65 6410 2200

: *To the Joint Global Coordinators, Joint Bookrunners, Joint Managing Underwriters and Joint Underwriters as to Malaysian law*

Cheang & Ariff
Loke Mansion
273A, Jalan Medan Tuanku
50300 Kuala Lumpur
Malaysia
Tel. No.: +603 2691 0803

To the Joint Global Coordinators and Joint Bookrunners as to United States federal securities law and English law

Linklaters Singapore Pte. Ltd.
2 Central Boulevard #28-01
West Tower IOI Central
Boulevard Towers
Singapore 018916
Tel. No.: +65 6692 5700

**INDEPENDENT
MARKET
RESEARCHER**

: **Frost & Sullivan GIC Malaysia Sdn Bhd**
Level 6.06, KPMG Tower
8 First Avenue
Bandar Utama
47800 Petaling Jaya
Selangor
Malaysia
Tel. No.: +603 2023 2000

Name of signing partner: Narciso Podda (Director, Business & Financial Services)
Professional qualification: Bachelor in Business Administration from Bocconi University, Italy, and Master in International Economics and Finance from Chulalongkorn University, Thailand

(See Section 8 of this Prospectus for the profile of the firm and the signing partner)

1. CORPORATE DIRECTORY (Cont'd)

ISSUING HOUSE : **Malaysian Issuing House Sdn Bhd**
11th Floor, Menara Symphony
No. 5, Jalan Prof. Khoo Kay Kim
Seksyen 13
46200 Petaling Jaya, Selangor
Malaysia
Tel. No.: +603 7890 4700

SHARE REGISTRAR : **Boardroom Share Registrars Sdn Bhd**
11th Floor, Menara Symphony
No. 5, Jalan Prof. Khoo Kay Kim
Seksyen 13
46200 Petaling Jaya, Selangor
Malaysia
Tel. No.: +603 7890 4700

LISTING SOUGHT : Main Market

2. INTRODUCTION

2.1 APPROVALS AND CONDITIONS

2.1.1 SC

The SC had, via its letters dated 21 July 2026 and 15 October 2026 ("**Approval Letters**"), approved our IPO and our Listing under Section 214(1) of the CMSA, subject to compliance with the following condition:

No.	Details of condition imposed	Status of compliance
(i)	The Joint Principal Advisers and our Company to fully comply with the requirements of the Equity Guidelines and Prospectus Guidelines pertaining to the implementation of our Listing	To be complied

The SC had also via the Approval Letters, approved our application under the Bumiputera equity requirement for public listed companies pursuant to our Listing, subject to our Company allocating Shares equivalent to 12.5% of our enlarged number of issued Shares upon our Listing to Bumiputera investors to be approved by MITI. In addition, we are to make available at least 50.0% of the Shares offered to the Malaysian Public investors via balloting to Bumiputera public investors.

The SC had, via its letters dated 21 July 2026 and 30 September 2026, approved the reliefs sought by us from having to comply with certain requirements under the Equity Guidelines and the Prospectus Guidelines. The details of the reliefs sought and the corresponding conditions imposed by the SC are as follows:

Reference	Details of relief sought	Condition imposed (if any)
<u>Equity Guidelines</u>		
Paragraph 5.30, Part II	Relief for the moratorium undertakings to be provided up to Creador V and Malvaceae L.P., save for: <ul style="list-style-type: none"> (i) Alaka Holdings Ltd; (ii) Creador Conscientia Ltd; (iii) Baratheon Group Limited; (iv) Gaia Union Limited; (v) Brahma Vasudevan; (vi) Yoong Tai Mai; (vii) Ong Su Lin; and (viii) Livia Chan Lih Wen 	-
Paragraph 4(a), Appendix 4	Relief to allow the placement of IPO Shares to be offered under the Institutional Offering to EPF, a limited partner of a fund managed by Creador Management V Ltd	-

2. INTRODUCTION (Cont'd)

Reference	Details of relief sought	Condition imposed (if any)
<u>Prospectus Guidelines</u>		
Paragraphs 2.09(c) and 4.01(d) of Division 1, Part II	Relief from having to disclose in this Prospectus the ultimate beneficial ownership of shares in IPSB. The disclosure shall only be up to Creador V, save for: <ul style="list-style-type: none"> (i) Alaka Holdings Ltd; (ii) Creador Conscientia Ltd; (iii) Barattheon Group Limited; (iv) Gaia Union Limited; (v) Brahma Vasudevan; (vi) Yoong Tai Mai; (vii) Ong Su Lin; and (viii) Livia Chan Lih Wen 	-
Paragraph 13.01(b)(i) of Division 1, Part II	Relief to make available for public inspection a redacted version of the share purchase agreement dated 24 January 2025 entered into between our Company and Premier Vitality Sdn Bhd, Heng Thin Fook and Ong Lian Hong in respect of the Medispec Acquisition, with redaction of the following information: <ul style="list-style-type: none"> (i) details directly related to the pricing of Medispec; (ii) threshold values in respect of the calculation of permitted leakage; (iii) details of the restructuring of Ascen Plus Pharmacy Holdings Sdn Bhd; and (iv) personal information of the representatives of Ekuiti Nasional Berhad 	-
Paragraph 13.01(b)(v), Division 1, Part II and Paragraph 1.12(e), Part III	Relief to allow for the timing of (i) submission of; and (ii) making available for public inspection at our registered office, our Subsidiaries' audited financial statements for the FYE 2026 to be at least one market day before the completion of our Listing	-

2. INTRODUCTION (Cont'd)

2.1.2 MITI

The MITI had, via its letter dated 11 May 2026, taken note of and has no objection to our Listing.

2.1.3 Bursa Securities

Bursa Securities had, via its letter dated 14 September 2026, approved our Admission and our Listing, subject to compliance with the following conditions:

No.	Details of condition imposed	Status of compliance
(i)	Make the relevant announcements pursuant to Paragraphs 8.1 and 8.2 of Practice Note 21 of the Listing Requirements. In this respect, we are advised to include the stock code, stock short name and International Securities Identification Number (ISIN) Code upon making the announcement on the timetable for our IPO	To be complied
(ii)	Make an immediate announcement upon the closing date of our IPO that our IPO is subject to stabilisation action	To be complied
(iii)	Furnish Bursa Securities with a copy of a schedule of distribution showing compliance with the public shareholding spread requirements based on our entire issued share capital on our first day of Listing	To be complied

2. INTRODUCTION (Cont'd)

2.2 MORATORIUM ON OUR SHARES

Moratorium pursuant to the Equity Guidelines

In accordance with the Equity Guidelines, our Shares held by the Moratorium Providers as at the date of our Listing will be placed under moratorium. In this respect, our Shares that are subject to moratorium are set out below:

Moratorium Providers	Assuming the Over-allotment Option is not exercised ⁽¹⁾		Assuming the Over-allotment Option is fully exercised ⁽¹⁾	
	No. of Shares	%	No. of Shares	%
UPSB	2,536,694,760	34.4	2,536,694,760	34.4
IPSB	1,427,285,520	19.3	1,202,139,520	16.3
Lee Meng Chuan	540,800,000	7.3	540,800,000	7.3
Lim Sin Yin	270,400,000	3.7	270,400,000	3.7
Lim Bah Kaw	71,540,300	1.0	71,540,300	1.0
Low Youk Chu	71,540,300	1.0	71,540,300	1.0
See Chee Choon	43,537,000	0.6	43,537,000	0.6
Lim Shin Jeng	41,404,480	0.6	41,404,480	0.6
Soh Jau Rhen	14,771,060	0.2	14,771,060	0.2
Lee Sheen Mei	12,497,120	0.2	12,497,120	0.2
Lim Shin Yen	5,271,200	0.1	5,271,200	0.1
Wong Wai Hou	3,116,000	*	3,116,000	*
Lee Meng Wei	2,583,600 ⁽²⁾	*	2,583,600 ⁽²⁾	*
Tey Swee Teng	1,211,600 ⁽²⁾	*	1,211,600 ⁽²⁾	*
Lim Yeong Chwen	286,000 ⁽²⁾	*	286,000 ⁽²⁾	*

Notes:

* Negligible

(1) Based on our enlarged 7,381,835,680 Shares after our IPO.

(2) Assuming full subscription of our Issue Shares allocated to them under the Pink Form Allocation.

The Moratorium Providers are not allowed to sell, transfer or assign any part of their respective holdings in our Shares as at the date of our Listing, for a period of six months from the date of our Listing ("**Moratorium Period**").

In compliance with Paragraph 5.30 of the Equity Guidelines, the direct shareholders of UPSB, IPSB, and IPL have also undertaken not to sell, transfer or assign any part of their respective holdings in the ordinary shares of UPSB, IPSB and IPL as at the date of our Listing, during the Moratorium Period. The Creador Affiliated Partners and Livia Chan Lih Wen have also undertaken not to sell, transfer or assign any part of their respective partnership interests in Creador V as at the date of our Listing, during the Moratorium Period. In addition, Brahmam Vasudevan has also undertaken not to sell, transfer or assign any part of his direct and indirect interest and/or shareholdings in the BV Entities owned or controlled by him.

Please refer to Sections 9.1.1(iii), (iv), (v) and (vi) of this Prospectus for further details on the shareholders/limited partners of UPSB, IPSB, IPL and Creador V respectively.

2. INTRODUCTION (Cont'd)

The above restrictions do not apply:

- (a) to our Shares that may be sold pursuant to the Over-allotment Option to be granted by the Over-allotment Option Provider to the Stabilising Manager (on behalf of the Joint Global Coordinators and Joint Bookrunners); and
- (b) to the transfer of our Shares by the Over-allotment Option Provider as contemplated under the Share Lending Agreement, provided that the moratorium restriction will apply to our Shares returned to the Over-allotment Option Provider pursuant to the Share Lending Agreement.

The above moratorium restrictions are specifically endorsed on the share certificates representing our Shares held by the Moratorium Providers which are under moratorium to ensure that our Share Registrar does not register any sale, transfer or assignment that is not in compliance with such moratorium restrictions.

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 PRINCIPAL DETAILS OF OUR IPO

Subject to the terms and conditions set out in this Prospectus, our IPO of up to 1,882,368,000 IPO Shares, representing up to 25.5% of our enlarged issued Shares, comprises:

- (i) the Institutional Offering at the Institutional Price to be determined by way of bookbuilding; and
- (ii) the Retail Offering at the Retail Price, payable in full upon application and subject to refund of the difference between the Retail Price and the Final Retail Price if the Final Retail Price is less than the Retail Price.

Category	Offer for Sale		Public Issue		Total	
	No. of Shares	%	No. of Shares	%	No. of Shares	%
Retail Offering:	-	-	267,638,000	3.6	267,638,000	3.6
(i) Malaysian Public (via balloting):						
- Bumiputera	-	-	73,819,000	1.0	73,819,000	1.0
- Non-Bumiputera	-	-	73,819,000	1.0	73,819,000	1.0
(ii) Eligible Persons	-	-	120,000,000	1.6	120,000,000	1.6
Institutional Offering:	1,291,821,000	17.5	322,909,000	4.4	1,614,730,000	21.9
(i) Bumiputera investors approved by the MITI	709,821,000	9.6	212,909,000	2.9	922,730,000	12.5
(ii) Other institutional and selected investors	582,000,000	7.9	110,000,000	1.5	692,000,000	9.4
Total	1,291,821,000	17.5	590,547,000	8.0	1,882,368,000	25.5

Proceeds to be raised	: Public Issue - RM637.8 million Offer for Sale - RM1,395.2 million
Expected market capitalisation	: RM8.0 billion
Price-to-earnings multiple represented by the Retail Price	: 41.5 times based on our EPS of 2.60 sen derived from our audited PATAMI of RM191.6 million for the FYE 2026

The Moratorium Providers are not allowed to sell, transfer or assign any part of their respective holdings in our Shares as at the date of our Listing during the Moratorium Period. Please refer to Section 2.2 of this Prospectus for further details.

3.2 OUR BUSINESS

Our Company was incorporated in Malaysia under the Companies Act 1965 on 2 May 2013 as a private limited company under the name of Platinum Perspective Sdn Bhd and is deemed registered under the Act. Our Company subsequently changed its name to Big Pharmacy Holdings Sdn Bhd on 12 November 2013 and to Big Caring Group Sdn Bhd on 3 January 2024. On 6 March 2026, our Company was converted into a public limited company.

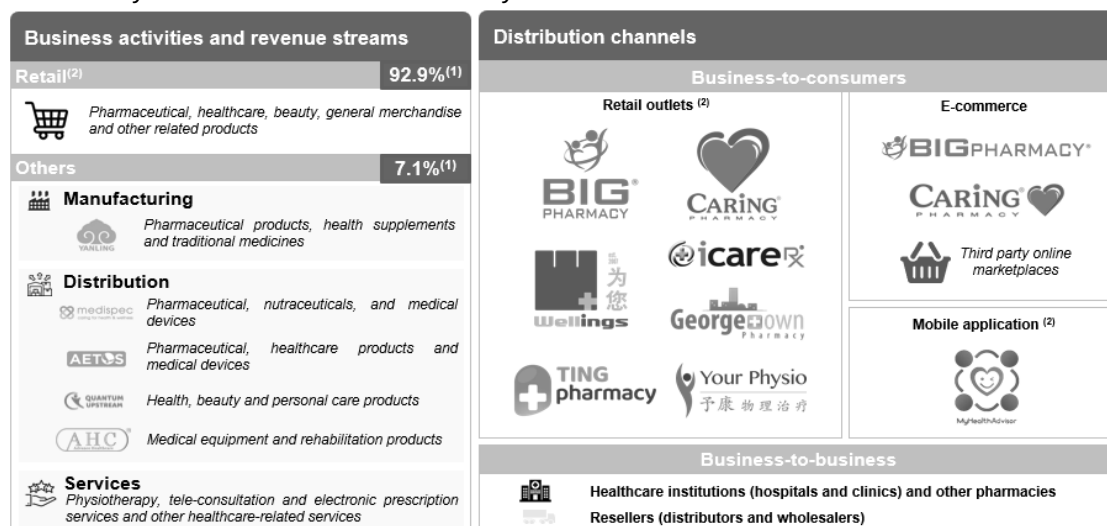
3. PROSPECTUS SUMMARY (Cont'd)

The principal activity of our Company is investment holding, and through our Subsidiaries we are involved in the two operating segments as below:

- (i) **Retail:** sale of pharmaceutical, healthcare, beauty, general merchandise and other related products through our network of retail outlets, e-commerce platforms, and corporate sales channels; and
- (ii) **Others:** manufacturing, importing, marketing, distributing and wholesaling of healthcare, pharmaceutical and nutraceutical products as well as the provision of physiotherapy, tele-consultation and other healthcare-related services.

As at the LPD, we only operate in Malaysia.

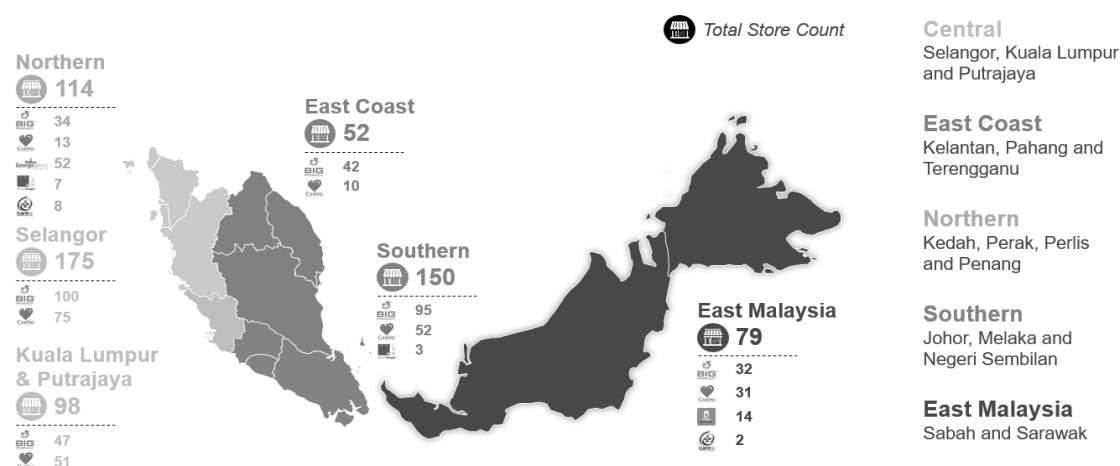
A summary of our business model and key brands is set out below:



Notes:

- (1) Represents the revenue contribution of the operating segment to our total revenue for the FYE 2026.
- (2) The retail segment includes our sale of products to consumers through arrangements entered into with corporate employers, third-party healthcare administrators, and medical and healthcare insurance providers.

We operate 668 retail outlets in Malaysia under our retail pharmacy brands "BIG Pharmacy", "CARING Pharmacy", "Georgetown Pharmacy", "Wellings Pharmacy", "Ting Pharmacy" and "iCare Pharmacy" as at the LPD. The following map shows the geographical location of our network of retail pharmacy outlets across Malaysia as at the LPD:



Please refer to Section 7.4 of this Prospectus for further details.

3. PROSPECTUS SUMMARY (Cont'd)

3.3 COMPETITIVE STRENGTHS

(i) Malaysia's largest pharmacy retailer with a portfolio of well-established brands

We are Malaysia's leading retail pharmacy chain by revenue, number of licensed pharmacies, and number of licensed pharmacists holding Type A license, and the only pharmacy retailer located in all 13 states and three Federal Territories in Malaysia. Our estimated market share in the retail pharmacy industry in Malaysia was 24.2% in 2025 based on revenue according to the IMR. We have established our market-leading position through our portfolio of retail pharmacy brands, each strategically positioned to serve distinct customer segments and catchment areas.

(ii) Well-positioned to benefit from favourable healthcare industry tailwinds in Malaysia

According to the IMR, the retail pharmacy industry is expected to grow at a CAGR of 8.7% from 2025 to 2030, with organised chains expanding faster at a CAGR of 12.1% from 2025 to 2030. The expected growth in the retail pharmacy industry in Malaysia is supported by key growth drivers including an ageing population, a resilient economic outlook, rising healthcare expenditure, the expanding role of retail pharmacies, and supportive government policies. We expect that our nationwide retail outlet network will allow us to benefit from these favourable industry trends.

(iii) Fastest growing retail pharmacy chain in Malaysia enabled by both organic and acquisitional growth

We leverage our operational experience and established processes for rapid and efficient expansion of our retail outlet network. Our expansion is supported by a scalable modular framework, standardised outlet opening processes, and a data-driven site selection approach as well as our ability to attract and recruit pharmacists. We also have a proven track record of strategic mergers and acquisitions which have expanded our nationwide footprint, enhanced market share, improved operational efficiency and supply chain optimisation, as well as extended our capabilities across the pharmaceutical and healthcare value chain.

(iv) Capabilities across the pharmaceutical and healthcare value chain

We are the only vertically integrated player amongst organised chains with operations in the manufacturing, importing, marketing, distributing, and wholesaling of healthcare, pharmaceutical, and nutraceutical products as well as the provision of physiotherapy, tele-consultation and other healthcare-related services as at the LPD. Our manufacturing capabilities provide us the ability to improve the customisation of our own-brand product offerings to tailor to local demand. Our scale and established partnerships and relationships with suppliers and Brand Principals allow us to continually optimise procurement terms, obtain favourable rebate terms and maintain competitive pricing.

(v) Strong financial track record with sustainable growth

We have generated strong revenue and EBITDA growth during the Financial Years Under Review, where our revenue increased at a CAGR of 53.6% and EBITDA increased at a CAGR of 73.1% from the FYE 2023 to the FYE 2026, while our EBITDA margins increased from 9.6% to 13.7% for the same period. We also achieved a SSSG of 7.3%, 9.6% and 7.3% for the FYE 2024, FYE 2025 and FYE 2026, respectively, demonstrating our effective retail strategy execution.

(vi) Founder-led business backed by an experienced management team

Our Company was co-founded by Lee Meng Chuan and Lim Sin Yin, who have led our Key Senior Management in our successful growth since inception. The founders and key management of our acquired businesses also remain actively involved in our operations as at the LPD. Our Key Senior Management brings 19 to 34 years of relevant experience in their respective areas of expertise.

Please refer to Section 7.2 of this Prospectus for further details.

3. PROSPECTUS SUMMARY (Cont'd)

3.4 FUTURE PLANS AND STRATEGIES

(i) Continue to strengthen our market leadership and presence

We target to expand our retail outlet network organically by opening approximately 40 to 50 new retail pharmacy outlets per year over the next three to five years. We take a nationwide approach underpinned by a two-pronged strategy to (i) optimise market penetration in established regions with high retail pharmacy penetration; and (ii) scale growth in underpenetrated regions through prudent expansion. We target to achieve SSSG of between 7.0% to 9.0% over the next three years. We also plan to establish a new distribution centre to support our continuous growth plans.

(ii) Further develop our omni-channel retail platform and increase contribution from new revenue streams

We plan to further develop our omni-channel retail platform to enhance customer engagement and support new customer acquisition. We plan to grow the accessibility and usage of our MyHA platform through engaging new partners to achieve approximately 180,000 transactions per month by the end of 2027, while continuing to expand our e-commerce and corporate channels.

(iii) Strengthen upstream manufacturing and distribution capabilities

We plan to enhance our manufacturing capabilities by developing more own-brand and exclusive products and forming strategic partnerships to co-develop second-brand originated products. We also aim to expand Medispec's product offerings to over 600 registered products in the next three years and broaden sales coverage to hospitals and East Malaysia to increase market access and support the distribution of our new products.

(iv) Increase adoption of technological infrastructure and data analytics to enhance operational efficiency

We plan to enhance operational efficiency through greater automation in warehouse operations, smart replenishment systems, and data analytics. These initiatives aim to optimise inventory planning, improve demand forecasting, reduce costs, and better understand our approximately 7.9 million registered members to drive targeted marketing and higher transaction value.

Please refer to Section 7.3 of this Prospectus for further details.

3.5 USE OF PROCEEDS

We intend to use the total gross proceeds from our Public Issue amounting to RM637.8 million in the following manner:

Description	Amount		Estimated timeframe for use from the date of our Listing
	RM'000	%	
Repayment of bank borrowings	570,731	89.5	Within 3 months
Establishment of a new distribution centre	30,000	4.7	Within 36 months
Defrayment of listing expenses	37,060	5.8	Immediate
Total	637,791	100.0	

Please refer to Section 4.5 of this Prospectus for further details.

3.6 RISK FACTORS

Our business is subject to a number of risk factors, many of which may have a material adverse impact on our business, result of operations and financial condition. Set out below are the key risks faced by us:

3. PROSPECTUS SUMMARY (Cont'd)

Risks relating to our business and operations:

- (i) **We are exposed to product liability and personal injury claims, criminal charges, regulatory penalties and product recalls.** We sell a wide range of pharmaceutical, healthcare and other related products, and if any are unsafe, defective, or cause harm, we may face legal claims, penalties, or recalls. As a pharmacy service provider, we are also exposed to risks such as prescription errors, inadequate warnings, or negligence.
- (ii) **We are exposed to negative publicity, allegations, complaints or claims against us which may adversely affect our reputation and brand image.** Any negative publicity against us could harm our ability to attract customers and maintain business relationships. Damage to our brand may discourage customers from purchasing our products and affect suppliers' willingness to work with us. Additionally, actions by employees, partners, or associated individuals beyond our control may reflect poorly on us and further impact our reputation. There can be no assurance that we will be able to maintain the quality and consistency of our products and services as we grow.
- (iii) **We may not be able to secure the financial and operational resources required to successfully expand our retail outlet network.** Our expansion requires significant financial, operational, and human resources, and there is no guarantee that our internally generated funds will be sufficient to fund our expansion or we can secure the necessary financing, talent, or suitable locations for this. Consequently, failure to secure these resources may result in delays or disruptions in our expansion plans.
- (iv) **We may not be able to maintain the profitability of our new and existing retail outlets.** The opening of new retail outlets may adversely impact the profitability of our existing retail outlets. Additionally, new retail outlets may not be immediately profitable, and challenges in cost control, operations, shifting consumer behaviour or increasing digital adoption could negatively impact our overall financial performance.
- (v) **Failure to maintain or enhance the pricing of our products or our marketing efforts may adversely affect our ability to retain our existing customers and increase our customer acquisition cost.** Our success depends on our ability in retaining our existing customers and attracting new customers. Our inability to offer products at competitive prices may adversely affect our sales and there is no assurance that our advertising and marketing efforts will result in continued or increased awareness of our brand, and sales of our products and services.
- (vi) **We face risks in relation to negligence, malpractice or sub-standard services of our healthcare providers.** We are exposed to the risk of legal claims, regulatory actions and reputational damage arising from negligence, malpractice or sub-standard services by our healthcare providers, which could result in significant liability and affect our ability to provide healthcare-related services.

Risks relating to the industry in which we operate:

- (i) **We face competition within the healthcare and pharmaceutical industry in Malaysia.** We compete with other pharmaceutical retailers as well as general merchandise stores, mini-markets, supermarkets, or hypermarkets and specialised health food and supplement stores, and there is no assurance that we will be able to maintain or continue to grow our market share amid competitive pricing, differing business models and further market concentration. In addition, we face competition from online retailers whose competitive pricing and cross-border offerings may adversely affect our ability to compete effectively via our omni-channel strategy.
- (ii) **Our business is subject to governmental regulations and approvals, and we are subject to changes in laws, regulations or government policy.** We are required to obtain and comply with various governmental licences, permits and approvals for our operations, and any failure to obtain, maintain or renew such approvals, or to adapt to changes in laws, regulations or government policy, may result in penalties, operational interruptions, increased costs, or restrictions on our business activities.

Please refer to Section 5 of this Prospectus for further details.

3. PROSPECTUS SUMMARY (Cont'd)**3.7 DIRECTORS AND KEY SENIOR MANAGEMENT**

Name	Designation
<u>Directors</u>	
Tan Sri Dato' Seri Dr. Haji Noor Hisham Bin Abdullah	Independent Non-Executive Chairman
Lee Meng Chuan	Group Managing Director cum Group CEO
Lim Sin Yin	Executive Director
Livia Chan Lih Wen	Non-Independent Non-Executive Director
Dato' Seri Dr. Chen Chaw Min	Independent Non-Executive Director
Datuk Amnah Binti Ibrahim	Independent Non-Executive Director
Chai Yoke Fong	Independent Non-Executive Director
<u>Key Senior Management</u>	
Lee Meng Chuan	Group Managing Director cum Group CEO
Lim Sin Yin	Executive Director
Chong Yeow Siang	Chief Operating Officer
Chin Shin Yi	Group Chief Financial Officer
Ooh Chin Boon	Chief Information Officer
Ch'ng Haw Chong	Business Unit Director
Ang Swee Lim	Head of Supply Chain and Distribution Centre
See Chee Choon	Chief Business Development Officer

Please refer to Sections 9.1, 9.2 and 9.4 of this Prospectus for further details.

3.8 DIVIDEND POLICY

We target a payout ratio of up to 50.0% of our PATAMI for each financial year on a consolidated basis after taking into account amongst others, level of our cash, gearing, return on equity, projected level of capital expenditure, restrictive covenants and our working capital requirements. The declaration and payment of any dividend is subject to the confirmation of our Board as well as any applicable law, licence conditions and contractual obligations and provided that such distribution will not be detrimental to our cash requirements or any plan approved by our Board.

The following table sets out our dividends declared and paid for the Financial Years Under Review:

	FYE 30 June			
	2023	2024	2025	2026
	RM'000	RM'000	RM'000	RM'000
Total dividends declared in respect of the financial year	-	20,702	7,300	24,958
Total dividends paid:				
- to shareholders of our Company	-	14,652	6,050	32,258
- to minority interests ⁽¹⁾	25	-	7,458	4,473
PATAMI	37,020	37,223	122,295	191,632
Dividend payout ratio ⁽²⁾ (%)	-	55.6	6.0	13.0

Notes:

- (1) This represents dividends paid by our Subsidiaries to their minority interests. The dividends paid by our Subsidiaries to our Company are eliminated upon consolidation.
- (2) Computed based on dividends declared to the shareholders of our Company divided by the PATAMI for the financial year.

Prior to our Listing, certain Subsidiaries intend to declare and pay dividends, of which up to RM8.3 million will be attributable to their minority shareholders for the FYE 2027. These distributions (the quantum of which may vary) are typically made on an annual basis, where applicable, pursuant to the respective agreements. Please refer to Section 12.5 of this Prospectus for further details.

3. PROSPECTUS SUMMARY (Cont'd)

3.9 PROMOTERS AND SUBSTANTIAL SHAREHOLDERS

Details of our Promoters and Substantial Shareholders and their shareholdings in our Company before and after our IPO are set out below:

Name / Nationality or country of incorporation	As at the LPD and before our IPO ⁽¹⁾			
	Direct		Indirect	
	No. of Shares	%	No. of Shares	%
Promoters and Substantial Shareholders				
Lee Meng Chuan / Malaysian	540,800,000	8.0	2,911,346,160 ⁽³⁾	42.9
Lim Sin Yin / Malaysian	270,400,000	4.0	2,911,346,160 ⁽³⁾	42.9
UPSB / Malaysia	2,911,346,160	42.9	-	-
Substantial Shareholders				
IPSB / Malaysia	2,290,960,520	33.7	-	-
IPL / British Virgin Islands	-	-	2,290,960,520 ⁽⁴⁾	33.7
Creador V / Republic of Mauritius	-	-	2,290,960,520 ⁽⁵⁾	33.7

Name / Nationality or country of incorporation	After our IPO ⁽²⁾							
	Assuming the Over-allotment Option is not exercised				Assuming the Over-allotment Option is fully exercised			
	Direct		Indirect		Direct		Indirect	
	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%
Promoters and Substantial Shareholders								
Lee Meng Chuan / Malaysian	540,800,000	7.3	2,536,694,760 ⁽³⁾	34.4	540,800,000	7.3	2,536,694,760 ⁽³⁾	34.4
Lim Sin Yin / Malaysian	270,400,000	3.7	2,536,694,760 ⁽³⁾	34.4	270,400,000	3.7	2,536,694,760 ⁽³⁾	34.4
UPSB / Malaysia	2,536,694,760	34.4	-	-	2,536,694,760	34.4	-	-
Substantial Shareholders								
IPSB / Malaysia	1,427,285,520	19.3	-	-	1,202,139,520	16.3	-	-
IPL / British Virgin Islands	-	-	1,427,285,520 ⁽⁴⁾	19.3	-	-	1,202,139,520 ⁽⁴⁾	16.3
Creador V / Republic of Mauritius	-	-	1,427,285,520 ⁽⁵⁾	19.3	-	-	1,202,139,520 ⁽⁵⁾	16.3

3. PROSPECTUS SUMMARY (Cont'd)**Notes:**

- (1) Based on 6,791,288,680 issued Shares after the Subdivision. Please refer to Section 6.1.2 of this Prospectus for further details of the Subdivision.
- (2) Based on our enlarged 7,381,835,680 issued Shares after our IPO. Please refer to Section 4.1 of this Prospectus for further details of our IPO.
- (3) Deemed interested by virtue of Section 8(4) of the Act held through UPSB.
- (4) Deemed interested by virtue of Section 8(4) of the Act held through IPSB.
- (5) Deemed interested by virtue of Section 8(4) of the Act held through IPSB and IPL.

Please refer to Section 9.1 of this Prospectus for further details.

3.10 FINANCIAL AND OPERATIONAL HIGHLIGHTS

The following table sets out our selected historical consolidated financial information for the Financial Years Under Review:

	FYE 30 June			
	2023	2024	2025	2026
	RM'000	RM'000	RM'000	RM'000
Revenue	1,110,651	2,171,359	3,412,027	4,023,992
GP	232,397	465,077	845,820	1,212,387
Other operating income	60,823	107,144	135,711	142,465
PBT	58,841	81,207	219,324	352,204
PAT	41,194	47,791	143,019	231,824
PATAMI	37,020	37,223	122,295	191,632
GP margin (%) ⁽¹⁾	20.9	21.4	24.8	30.1
Total income margin (%) ⁽²⁾⁽³⁾	26.4	26.4	28.8	33.7
EBITDA ⁽³⁾	106,549	194,646	380,717	552,393
EBITDA margin (%) ⁽⁴⁾	9.6	9.0	11.2	13.7
PBT margin (%) ⁽⁵⁾	5.3	3.7	6.4	8.8
PAT margin (%) ⁽⁶⁾	3.7	2.2	4.2	5.8
PATAMI margin (%) ⁽⁷⁾	3.3	1.7	3.6	4.8
Current ratio (times) ⁽⁸⁾	1.003	1.070	0.996	0.770
Gearing ratio (times) ⁽⁹⁾	2.1	3.0	3.1	3.1

The following table sets out the performance of our retail outlets for the Financial Years Under Review:

	FYE 30 June			
	2023	2024	2025	2026
Big Retail Outlets				
SSSG ⁽¹⁰⁾	(3.8%)	7.5%	8.8%	9.9%
Average value per sales transaction (RM) ⁽¹¹⁾	64	69	67	69
Average number of transactions per month ('000) ⁽¹²⁾	1,240	1,549	1,847	2,061
Average sales per store per day (RM) ⁽¹³⁾	15,017	13,484	13,900	14,414
Caring Retail Outlets				
SSSG ⁽¹⁰⁾	6.7%	4.5%	10.3%	4.9%
Average value per sales transaction (RM) ⁽¹¹⁾	69	72	78	82
Average number of transactions per month ('000) ⁽¹²⁾	1,521	1,658	1,760	1,806
Average sales per store per day (RM) ⁽¹³⁾	17,726	17,035	18,640	18,536
Total Retail Outlets				
SSSG ⁽¹⁰⁾	-	7.3%	9.6%	7.3%

3. PROSPECTUS SUMMARY (Cont'd)**Notes:**

- (1) Computed based on GP divided by revenue.
- (2) Computed based on our total income divided by revenue. The following table sets out the computation in arriving at our total income for the respective Financial Years Under Review:

	FYE 30 June			
	2023	2024	2025	2026
	RM'000	RM'000	RM'000	RM'000
Gross profit	232,397	465,077	845,820	1,212,387
Other operating income	60,823	107,144	135,711	142,465
Total income	293,220	572,221	981,531	1,354,852

- (3) The following table sets out the computation in arriving at our EBITDA for the respective Financial Years Under Review:

	FYE 30 June			
	2023	2024	2025	2026
	RM'000	RM'000	RM'000	RM'000
PBT	58,841	81,207	219,324	352,204
Add/(Less):				
Interest income	(2,174)	(3,715)	(5,906)	(5,682)
Finance costs	11,597	40,215	66,312	88,485
Amortisation of intangible assets	29	4,841	4,823	2,461
Depreciation of property, plant and equipment and investment properties	13,062	24,428	26,175	33,983
Depreciation of right-of-use assets	25,194	47,670	69,989	80,942
EBITDA	106,549	194,646	380,717	552,393

- (4) Computed based on EBITDA divided by revenue.
- (5) Computed based on PBT divided by revenue.
- (6) Computed based on PAT divided by revenue.
- (7) Computed based on PATAMI divided by revenue.
- (8) Computed based on current assets divided by current liabilities.
- (9) Computed based on total borrowings and total lease liabilities divided by total equity as at the end of the financial year.
- (10) The SSSG of our retail outlets for the financial year is calculated by dividing (a) the revenue generated by our retail outlets during such financial year after deducting the revenue generated by those same stores during the immediately preceding financial year, by (b) the revenue generated by those same stores during the immediately preceding financial year. The SSSG for each financial year is only calculated for our retail outlets which have been in operation for a period of at least 24 months.
- (11) Calculated as the revenue generated from our retail outlets which were in operation throughout the financial year divided by the aggregate number of sales transactions at such retail outlets for the financial year.
- (12) Calculated as the number of transactions at our retail outlets which were in operation throughout the financial year divided by the number of months for the financial year.

3. PROSPECTUS SUMMARY (Cont'd)

- (13) Calculated as the average sales per retail outlet which were in operation throughout the financial year divided by the average number of operating days for such retail outlets for the financial year.

Total income, total income margin, EBITDA, and EBITDA margin are supplemental measures of our performance and liquidity that are not required by or presented in accordance with the MFRS or IFRS and should not be considered as alternatives to net income or any performance measures derived in accordance with the MFRS or IFRS or as alternatives to cash flows from operating activities or as a measure of liquidity. In addition, EBITDA and EBITDA margin are not standardised terms, and hence, a direct comparison of similarly titled measures between companies may not be possible. Other companies may calculate EBITDA and EBITDA margin differently from us, limiting their usefulness as comparative measures.

	Audited			
	As at 30 June			
	2023	2024	2025	2026
	RM'000	RM'000	RM'000	RM'000
Non-current assets	360,866	1,591,880	1,972,723	2,055,909
Current assets	366,747	868,366	1,198,148	1,420,612
Total assets	727,613	2,460,246	3,170,871	3,476,521
Non-current liabilities	202,848	1,229,301	1,439,231	1,073,559
Current liabilities	365,633	811,656	1,202,859	1,843,832
Total liabilities	568,481	2,040,957	2,642,090	2,917,391
Share capital	28,414	238,415	251,606	251,606
Reserves	107,244	123,888	170,476	204,445
Equity attributable to owners of our Company	135,658	362,303	422,082	456,051
Non-controlling interests	23,474	56,986	106,699	103,079
Total equity	159,132	419,289	528,781	559,130
Total equity and liabilities	727,613	2,460,246	3,170,871	3,476,521
Net cash from operating activities	35,995	140,385	350,919	338,378
Net cash used in investing activities	(55,845)	(808,252)	(435,803)	(178,677)
Net cash from financing activities	18,810	834,416	221,957	(160,258)
Net (decrease)/increase in cash and cash equivalents	(1,040)	166,549	137,073	(557)
Effects of exchange rate changes on cash and cash equivalents	-	-	(200)	(364)
Cash and cash equivalents at the beginning of the financial year	29,881	28,841	195,390	332,263
Cash and cash equivalents at the end of the financial year	28,841	195,390	332,263	331,342

Please refer to Sections 12 and 13 of this Prospectus for further details.

4. DETAILS OF OUR IPO

4.1 PARTICULARS OF OUR IPO AND PLAN OF DISTRIBUTION

Our IPO is subject to the terms and conditions of this Prospectus. Upon acceptance, our IPO Shares are expected to be allocated in the manner described below, subject to the clawback and reallocation provisions and the Over-allotment Option as set out in Sections 4.1.3 and 4.1.4 of this Prospectus respectively.

Our IPO comprises the Institutional Offering and the Retail Offering, totalling up to 1,882,368,000 IPO Shares, representing up to 25.5% of our enlarged issued Shares. For avoidance of doubt, our IPO Shares offered under the Institutional Offering and the Retail Offering do not include our Shares under the Over-allotment Option.

4.1.1 Institutional Offering

The Institutional Offering involves the offering of up to 1,614,730,000 IPO Shares, representing up to 21.9% of our enlarged issued Shares, subject to the clawback and reallocation provisions and the Over-allotment Option as set out in Sections 4.1.3 and 4.1.4 of this Prospectus respectively, at the Institutional Price in the following manner:

- (i) 922,730,000 IPO Shares, representing 12.5% of our enlarged issued Shares to Bumiputera investors approved by the MITI; and
- (ii) up to 692,000,000 IPO Shares, representing up to 9.4% of our enlarged issued Shares to the following persons:
 - (a) Malaysian institutional and selected investors (other than Bumiputera investors approved by the MITI); and
 - (b) foreign institutional and selected investors outside the United States in reliance on Regulation S.

As part of the Institutional Offering, on 14 October 2026, our Company, the Selling Shareholders, our Joint Global Coordinators and Joint Bookrunners, and the Cornerstone Investors have entered into the Master Cornerstone Placement Agreement where the Cornerstone Investors have agreed to acquire and/or subscribe for an aggregate of 665,500,000 IPO Shares, representing 9.0% of our enlarged issued Shares, at the Institutional Price, subject to the terms of the Master Cornerstone Placement Agreement and the individual cornerstone placement agreements.

The cornerstone placement agreements are conditional upon, among others, the Retail Underwriting Agreement and the Placement Agreement being entered into and not having been terminated pursuant to their respective terms.

4.1.2 Retail Offering

The Retail Offering involves the offering of 267,638,000 Issue Shares, representing 3.6% of our enlarged issued Shares, subject to the clawback and reallocation provisions as set out in Section 4.1.3 of this Prospectus, at the Retail Price in the following manner:

(i) **Malaysian Public**

147,638,000 Issue Shares, representing 2.0% of our enlarged issued Shares, are reserved for application by the Malaysian Public, of which 73,819,000 Issue Shares representing 1.0% of our enlarged issued Shares, have been set aside for application by Bumiputera citizens, companies, co-operatives, societies and institutions.

4. DETAILS OF OUR IPO (Cont'd)**(ii) Eligible Persons**

120,000,000 Issue Shares, representing 1.6% of our enlarged issued Shares, are reserved for application by the Eligible Persons in the following manner:

Eligible Persons	No. of Eligible Persons	Aggregate no. of Issue Shares allocated
Our Directors ⁽¹⁾	5	2,306,500
Eligible employees of our Group (including directors of our Subsidiaries) ⁽²⁾	5,254	66,672,000
Persons who have contributed to the success of our Group ⁽³⁾	336	51,021,500
Total	5,595	120,000,000

Notes:

- (1) Lee Meng Chuan and Lim Sin Yin will not be allocated any Issue Shares under the Retail Offering. The criteria for allocation to our Directors is based on, among others, their respective roles and responsibilities in our Company and they collectively will be allocated a total of 2,306,500 Issue Shares, as follows:

Name	No. of Issue Shares allocated
Tan Sri Dato' Seri Dr. Haji Noor Hisham Bin Abdullah	461,300
Livia Chan Lih Wen	461,300
Dato' Seri Dr. Chen Chaw Min	461,300
Datuk Amnah Binti Ibrahim	461,300
Chai Yoke Fong	461,300
Total	2,306,500

- (2) The criteria for allocation of our Issue Shares to our eligible employees of our Group is based on, among others, (i) job grade; (ii) length of service; and (iii) their contributions to our Group. Our total number of Issue Shares to be allocated to our Key Senior Management is as follows:

Name	No. of Issue Shares allocated
Chong Yeow Siang	1,384,000
Chin Shin Yi	276,800
Ooh Chin Boon	184,500
Ch'ng Haw Chong	184,500
Ang Swee Lim	184,500
Total	2,214,300

- (3) The criteria for allocation of our Issue Shares to persons who have contributed to the success of our Group are based on, among others, their length of business relationship with our Group and their contributions to the success of our Group.

4. DETAILS OF OUR IPO (Cont'd)

In summary, our IPO Shares will be allocated, subject to the clawback and reallocation provisions and the Over-allotment Option as set out in Sections 4.1.3 and 4.1.4 of this Prospectus respectively, in the following manner:

Category	Offer for Sale		Public Issue		Total	
	No. of Shares	% ⁽¹⁾	No. of Shares	% ⁽¹⁾	No. of Shares	% ⁽¹⁾
Retail Offering:						
(i) Malaysian Public (via balloting):						
- Bumiputera	-	-	73,819,000	1.0	73,819,000	1.0
- Non-Bumiputera	-	-	73,819,000	1.0	73,819,000	1.0
(ii) Eligible Persons						
- Our Directors	-	-	2,306,500	neg.	2,306,500	neg.
- Eligible employees of our Group (including directors of our Subsidiaries)	-	-	66,672,000	0.9	66,672,000	0.9
- Persons who have contributed to the success of our Group	-	-	51,021,500	0.7	51,021,500	0.7
Sub-total	-	-	267,638,000	3.6	267,638,000	3.6
Institutional Offering:						
(i) Bumiputera investors approved by the MITI	709,821,000	9.6	212,909,000	2.9	922,730,000	12.5
(ii) Other institutional and selected investors	582,000,000	7.9	110,000,000	1.5	692,000,000	9.4
Sub-total	1,291,821,000	17.5	322,909,000	4.4	1,614,730,000	21.9
Total	1,291,821,000	17.5	590,547,000	8.0	1,882,368,000	25.5

Note:

(1) Based on our enlarged 7,381,835,680 issued Shares upon our Listing.

The completion of the Retail Offering and the Institutional Offering are inter-conditional. Our IPO is also subject to the public shareholding spread requirement under the Listing Requirements as set out in Section 4.1.7 of this Prospectus.

4. DETAILS OF OUR IPO (Cont'd)

4.1.3 Clawback and reallocation

The Institutional Offering and the Retail Offering shall be subject to the following clawback and reallocation provisions:

- (i) if our IPO Shares allocated to Bumiputera investors approved by the MITI ("**MITI Tranche**") are under-subscribed, and there is an over-subscription for our Issue Shares by the Bumiputera public investors under the Retail Offering, such IPO Shares will be clawed back from the remaining MITI Tranche and allocated to Bumiputera public investors under the Retail Offering.

If after the above reallocation, the MITI Tranche is still under-subscribed, and there is a corresponding over-subscription for our IPO Shares under the Institutional Offering, our IPO Shares will be clawed back from the remaining MITI Tranche and allocated firstly, to the Malaysian institutional investors under the Institutional Offering, and thereafter, to foreign institutional and selected investors under the Institutional Offering and subsequently, if there is a corresponding over-subscription for our Issue Shares by the other Malaysian Public under the Retail Offering, to the other Malaysian Public under the Retail Offering;
- (ii) if our Issue Shares allocated to the Eligible Persons are under-subscribed following the allocation procedures of the Excess Issue Shares (as defined below) set out below, such Issue Shares may be allocated to the Malaysian and foreign institutional and selected investors under the Institutional Offering or the Malaysian Public under the Retail Offering or a combination of both, at the discretion of our Joint Global Coordinators and us;
- (iii) subject to items (i) and (ii) above, if there is an over-subscription in the Retail Offering and there is a corresponding under-subscription in the Institutional Offering, our IPO Shares may be clawed back from the Institutional Offering and allocated to the Retail Offering; and
- (iv) subject to items (i) and (ii) above, if there is an over-subscription in the Institutional Offering and there is a corresponding under-subscription in the Retail Offering, our Issue Shares may be clawed back from the Retail Offering and allocated to the Institutional Offering.

There will be no clawback and reallocation if there is an over-subscription or under-subscription in both the Institutional Offering and the Retail Offering or an under-subscription in either the Institutional Offering or the Retail Offering but no over-subscription in the other.

Any Issue Shares not taken up by any of the Eligible Persons ("**Excess Issue Shares**") will be made available for application by the other Eligible Persons who have applied for the Excess Issue Shares on top of their pre-determined allocation of our Issue Shares. Such Excess Issue Shares will be allocated to the other Eligible Persons on a fair and equitable basis and in the following priority:

- (a) firstly, allocation on a pro-rata basis to our Directors and eligible employees of our Group who have applied for the Excess Issue Shares based on the number of Excess Issue Shares applied for;
- (b) secondly, allocation of any surplus Excess Issue Shares after item (a) above on a pro-rata basis to persons who have contributed to the success of our Group who have applied for the Excess Issue Shares based on the number of Excess Issue Shares applied for; and
- (c) thirdly, to minimise odd lots.

4. DETAILS OF OUR IPO (Cont'd)

Our Board reserves the right to allot Excess Issue Shares applied for in such manner as it may deem fit and expedient in the best interest of our Company, subject always to such allocation being made on a fair and equitable basis, and that the intention of our Board as set out in items (a) to (c) above is achieved. Our Board also reserves the right to accept or reject any Excess Issue Shares application, in full or in part, without assigning any reason.

Once completed, the steps involving items (a) to (c) above will not be repeated. Should there be any balance of Excess Issue Shares thereafter, such balance will be made available for clawback and reallocation as described in item (ii) above. Any Issue Shares under the Retail Offering not applied for after being subject to the clawback and reallocation provisions above shall be underwritten by our Joint Managing Underwriters and our Joint Underwriters in accordance with the terms and conditions of the Retail Underwriting Agreement.

As at the LPD, to the best of our knowledge and belief:

- (i) none of our Substantial Shareholders, Directors or Key Senior Management have indicated that they intend to subscribe for our IPO Shares, save for our Issue Shares made available for application under the Pink Form Allocation; and
- (ii) there is no person who intends to subscribe for more than 5.0% of our IPO Shares.

Notwithstanding the above, if there is an under-subscription for our IPO Shares, the subscriptions received for our IPO Shares will first be applied towards subscribing in full our Issue Shares under our Public Issue. Thereafter, any additional subscription for our IPO Shares will be allocated from the Offer Shares and any remaining Offer Shares not subscribed for will be retained by the Selling Shareholders. For the avoidance of doubt, our Public Issue will take priority over the Offer for Sale if there is an under-subscription for our IPO Shares.

4.1.4 Over-allotment Option

The Over-allotment Option Provider may grant an Over-allotment Option to the Stabilising Manager (on behalf of our Joint Bookrunners) and may together with our Company appoint the Stabilising Manager to undertake any price stabilisation actions. The Stabilising Manager (or persons acting on behalf of the Stabilising Manager) may at its absolute discretion, over-allot our Shares (on behalf of our Joint Bookrunners) and subsequently, effect transactions to stabilise or maintain the market price of our Shares at levels that might not otherwise prevail in the open market.

Such transaction consists of bids or purchases to peg, fix or maintain the price of our Shares. If the Stabilising Manager creates a short position in our Shares in connection with the Institutional Offering, the Stabilising Manager may reduce that short position by purchasing our Shares in the open market. The Stabilising Manager may also elect to reduce any short positions by exercising all or part of the Over-allotment Option.

If granted, the Over-allotment Option will be exercisable in whole or part by the Stabilising Manager, on one or more occasions, by giving written notice to the Over-allotment Option Provider at any time, within 30 days from the date of our Listing to purchase from the Over-allotment Option Provider up to an aggregate of 225,146,000 Shares, representing up to 12.0% of the total number of our IPO Shares offered, solely for purposes of covering over-allotments of our Shares (if any).

4. DETAILS OF OUR IPO (Cont'd)

Subject to there being an over-allotment, the Stabilising Manager will (on behalf of our Joint Bookrunners) enter into the Share Lending Agreement with the Over-allotment Option Provider to borrow up to an aggregate of 225,146,000 Shares to cover the over-allotments. Any Shares that may be borrowed by the Stabilising Manager under the Share Lending Agreement will be returned by the Stabilising Manager to the Over-allotment Option Provider either through the purchase of our Shares in the open market by the Stabilising Manager in the conduct of the stabilisation activities or deemed returned through the exercise of the Over-allotment Option by the Stabilising Manager or a combination of both. The exercise of the Over-allotment Option will not increase our total number of Shares issued and is not intended to constitute an offer of our Shares by the Over-allotment Option Provider under our IPO.

Purchases of a security to stabilise the price or to cover the over-allotment may cause the price of the security to be higher than it might be in the absence of these purchases. Such transactions may be effected on the Main Market, in compliance with all applicable laws and regulations, including the CMSA and any regulations thereunder.

The number of Shares that the Stabilising Manager (or persons acting on behalf of the Stabilising Manager) may buy to undertake stabilising action, shall not exceed an aggregate of 225,146,000 Shares, representing 12.0% of the total number of our IPO Shares offered. However, there is no obligation on the Stabilising Manager (or persons acting on behalf of the Stabilising Manager) to undertake such stabilising action. Such stabilising actions may commence on or after the commencement of trading of our Shares on the Main Market and, if commenced, may be discontinued at any time and cannot be effected after the earlier of (i) the date falling 30 days from the commencement of trading of our Shares on the Main Market; or (ii) the date when the Stabilising Manager has bought, on the Main Market, an aggregate of 225,146,000 Shares, representing 12.0% of the total number of our IPO Shares offered to undertake the stabilising action.

Neither our Company, the Over-allotment Option Provider nor the Stabilising Manager makes any representation or prediction as to the direction or magnitude of any effect that the transactions described above may have on the price of our Shares. In addition, neither our Company, the Over-allotment Option Provider nor the Stabilising Manager makes any representation that the Stabilising Manager will engage in such transactions, or that such transactions once commenced, will not be discontinued without notice (unless such notice is required by law).

4.1.5 Share capital

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

	No. of Shares	RM
As at the LPD	6,791,288,680	251,606,291
To be issued under our Public Issue	590,547,000	625,333,760 ⁽¹⁾
Enlarged issued Shares and share capital upon Listing	7,381,835,680	876,940,051

Note:

- (1) Calculated based on the Retail Price and after offsetting against our share capital the estimated listing expenses of RM12.5 million which are directly attributable to our Public Issue.

4. DETAILS OF OUR IPO (Cont'd)

4.1.6 Classes of shares and ranking

As at the date of this Prospectus, we only have one class of shares, being ordinary shares.

Our Issue Shares will, upon allotment and issue, rank equally in all respects with our existing issued Shares including voting rights, and will be entitled to all rights, dividends and other distributions that may be declared subsequent to the date of allotment of our Issue Shares, subject to any applicable Rules of Bursa Depository.

The Offer Shares rank equally in all respects with our existing issued Shares including voting rights, and will be entitled to all rights, dividends and other distributions that may be declared subsequent to the date of transfer of the Offer Shares, subject to any applicable Rules of Bursa Depository.

Subject to any special rights attached to our Shares which we may issue in the future, our shareholders will, in proportion to the amount paid on our Shares held by them, be entitled to share the profits paid out by us in the form of dividends and other distributions. Similarly, if our Company is liquidated, our shareholders will be entitled to the surplus (if any), in accordance with our Constitution after the satisfaction of any preferential payments in accordance with the Act and our liabilities.

At every general meeting of our Company, each of our shareholders will be entitled to vote in person, by proxy, or by attorney or by other duly authorised representative. Any resolution put to vote at the meeting shall be decided by way of poll. On a poll, each shareholder present either in person, by proxy, by attorney or by other duly authorised representative will have one vote for each Share held or represented. A proxy may but need not be a member of our Company.

4.1.7 Minimum subscription level

There is no minimum subscription level in terms of proceeds to be raised under our IPO. However, the minimum subscription level in terms of the number of IPO Shares will be the number of Shares required to be held by the public shareholders of our Company to comply with the minimum public shareholding spread requirement under the Listing Requirements or as approved by Bursa Securities. Under the Listing Requirements, we are required to have a minimum of 25.0% of our total number of Shares held by at least 1,000 public shareholders, each holding not less than 100 Shares at the point of our Listing.

If the above requirement is not met, we may not be able to proceed with our Listing. See Section 5.3.6 of this Prospectus for details in the event there is a delay in or termination of our Listing.

4. DETAILS OF OUR IPO (Cont'd)

4.2 SELLING SHAREHOLDERS

The Offer Shares to be offered by each Selling Shareholder and their respective direct shareholdings in our Company before and after our IPO, and their relationship with our Group within the past three years are as follows:

Selling Shareholder / Relationship with our Group	As at the LPD and before our IPO		Shares offered under the Offer for Sale		After our IPO assuming Over- allotment Option is not exercised		Shares under the Over-allotment Option		After our IPO assuming the Over- allotment Option is fully exercised	
	No. of Shares	% ⁽¹⁾	No. of Shares	% ⁽²⁾	No. of Shares	% ⁽²⁾	No. of Shares	% ⁽²⁾	No. of Shares	% ⁽²⁾
UPSB / Promoter and Substantial Shareholder	2,911,346,160	42.9	374,651,400	5.1	2,536,694,760	34.4	-	-	2,536,694,760	34.4
IPSB / Substantial Shareholder	2,290,960,520	33.7	863,675,000	11.7	1,427,285,520	19.3	225,146,000	3.1	1,202,139,520	16.3
Low Youk Chu / shareholder	73,954,400	1.1	2,414,100	neg.	71,540,300	1.0	-	-	71,540,300	1.0
Lim Bah Kaw / shareholder	73,954,400	1.1	2,414,100	neg.	71,540,300	1.0	-	-	71,540,300	1.0
Tey Piow Fee / shareholder	59,758,400	0.9	9,145,000	0.1	50,613,400	0.7	-	-	50,613,400	0.7
Chong Mu Sir / shareholder	59,758,400	0.9	9,145,000	0.1	50,613,400	0.7	-	-	50,613,400	0.7
Tey Peyau Ek / shareholder	45,697,600	0.7	6,758,000	0.1	38,939,600	0.5	-	-	38,939,600	0.5
See Chee Choon / Chief Business Development Officer and shareholder	47,293,600	0.7	3,756,600	0.1	43,537,000	0.6	-	-	43,537,000	0.6
Lim Shin Jeng / shareholder and employee	45,180,480	0.7	3,776,000	0.1	41,404,480	0.6	-	-	41,404,480	0.6
Tey Piow Yan / shareholder	36,909,600	0.5	5,266,100	0.1	31,643,500	0.4	-	-	31,643,500	0.4
Lim Sze Ung / shareholder	35,152,000	0.5	5,967,700	0.1	29,184,300	0.4	-	-	29,184,300	0.4

4. DETAILS OF OUR IPO (Cont'd)

Selling Shareholder / Relationship with our Group	As at the LPD and before our IPO		Shares offered under the Offer for Sale		After our IPO assuming Over- allotment Option is not exercised		Shares under the Over-allotment Option		After our IPO assuming the Over- allotment Option is fully exercised	
	No. of Shares	% ⁽¹⁾	No. of Shares	% ⁽²⁾	No. of Shares	% ⁽²⁾	No. of Shares	% ⁽²⁾	No. of Shares	% ⁽²⁾
Tey Sew / shareholder	33,394,400	0.5	4,669,300	0.1	28,725,100	0.4	-	-	28,725,100	0.4
Soh Jau Rhen / shareholder and employee	14,953,760	0.2	182,700	neg.	14,771,060	0.2	-	-	14,771,060	0.2

Notes:

- (1) Based on 6,791,288,680 issued Shares after the Subdivision.
- (2) Based on our enlarged 7,381,835,680 issued Shares after our IPO.

4. DETAILS OF OUR IPO (Cont'd)

4.3 BASIS OF ARRIVING AT THE PRICE OF OUR IPO SHARES AND REFUND MECHANISM

4.3.1 Retail Price

The Retail Price was determined and agreed upon between our Directors and the Selling Shareholders in consultation with our Joint Global Coordinators, after taking into consideration the following factors:

- (i) price-to-earnings multiple ("**PE Multiple**") of 41.5 times based on our EPS of 2.60 sen after taking into account our audited PATAMI of RM191.6 million for the FYE 2026 and our enlarged 7,381,835,680 issued Shares upon our Listing;
- (ii) pro forma consolidated net assets per Share of RM0.16 as at 30 June 2026 after adjusting for the Subdivision, and the intended use of proceeds from our Public Issue, and based on our enlarged 7,381,835,680 issued Shares upon our Listing;
- (iii) our competitive strengths as set out in Section 7.2 of this Prospectus;
- (iv) our future plans and strategies as set out in Section 7.3 of this Prospectus;
- (v) outlook of the retail pharmacy industry in Malaysia as described in Section 8 of this Prospectus; and
- (vi) prevailing market conditions, including market performance of key global indices and companies involved in similar businesses listed on Bursa Securities, current market trends as well as investors' sentiments.

The Final Retail Price will be determined after the Institutional Price is fixed on the Price Determination Date and will be the lower of:

- (i) the Retail Price; or
- (ii) the Institutional Price.

If the Final Retail Price is lower than the Retail Price, the difference between the Retail Price and the Final Retail Price will be refunded to the successful applicants without any interest thereon. Further details on the refund mechanism are set out in Section 4.3.3 of this Prospectus.

The Final Retail Price and the Institutional Price will be announced within two Market Days from the Price Determination Date via Bursa Listing Information Network. In addition, all successful applicants will be given notice of the Final Retail Price and the Institutional Price, together with the notices of allotment for our IPO Shares.

4. DETAILS OF OUR IPO (Cont'd)

As there is no listed pharmaceutical retail operator in Malaysia, our comparable companies were selected based on their relevance to our business model, geographic target market and operating profile. These comparable companies comprise Malaysia-centric consumer retail operators listed on the Main Market of Bursa Securities and are some of the largest and established retail chains within their respective segments in Malaysia, with their overall business models centred on extensive nationwide retail outlet network, sale of consumer essentials, high volume of customer transactions and standardised retail formats. Their operations are characterised by brand recognition and high accessibility. Accordingly, these comparable companies exhibit a high degree of comparability with our Group.

The market capitalisation, PE Multiple, outlet count and selected financial information of the comparable companies are as follows:

	Market capitalisation as at the LPD RM'billion	Last 12 months revenue RM'000	No. of retail outlets	Last 12 months			Latest year-on-year growth (last 12 months)		
				PE Multiple ⁽⁴⁾	EBITDA margin	PATAMI margin	Revenue	EBITDA	PATAMI
				times	%	%	%	%	%
99 Speed Mart Retail Holdings Berhad ⁽¹⁾	26.5	12,258,124	3,151	39.5	10.0	5.5	17.2	25.8	35.1
Mr D.I.Y. Group (M) Berhad ⁽¹⁾	12.1	5,113,628	1,610	19.4	25.5	12.2	6.9	6.6	4.1
Eco-Shop Marketing Berhad ⁽²⁾	8.5	2,915,780	462	32.0	18.1	9.1	4.6	22.5	29.0
7-Eleven Malaysia Holdings Berhad ⁽¹⁾	2.2	3,336,959	2,776	166.8 ⁽⁷⁾	10.3	0.4	9.4	(0.8)	(65.9)
Average				64.4	15.9	6.8	9.5	18.3⁽⁸⁾	22.7⁽⁸⁾
Median				35.7	14.2	7.3	8.1	22.5⁽⁸⁾	29.0⁽⁸⁾
BCG⁽³⁾	8.0⁽⁵⁾	4,023,992	646	41.5⁽⁶⁾	13.7	4.8	17.9	45.1	56.7

Notes:

- (1) Based on the latest disclosures and publicly available financial statements for the last 12 months ended 30 June 2026.
- (2) Based on the latest disclosures and publicly available financial statements for the last 12 months ended 31 May 2026.
- (3) Based on our audited financial statements for the FYE 30 June 2026.
- (4) Based on the market capitalisation as at the LPD and the latest available financial statements for the last 12 months of the respective companies.
- (5) Based on the Retail Price and our enlarged 7,381,835,680 issued Shares upon our Listing.
- (6) Based on the Retail Price and EPS of 2.60 sen per Share (computed based on our PATAMI of RM191.6 million for the FYE 30 June 2026 and our enlarged 7,381,835,680 issued Share upon our Listing).

4. DETAILS OF OUR IPO (Cont'd)

- (7) Based on 7-Eleven Malaysia Holdings Berhad's ("**SEM**") public disclosures, its trailing 12-month PATAMI was mainly affected by higher operating expenses and upfront investments related to network expansion.
- (8) Excludes SEM which recorded negative EBITDA and PATAMI year-on-year growth.

Our valuation is supported by (i) our position as the largest organised retail pharmacy chain in Malaysia; (ii) our vertically integrated healthcare platform and diversified revenue streams; (iii) our track record of acquisition-led and organic growth; and (iv) our earnings growth profile. These attributes differentiate us from our comparable companies and reflect our potential to grow, scale our operations and expand further in the Malaysian healthcare and retail pharmacy sector. This is evidenced by our FYE 2026 revenue, EBITDA and PATAMI growth of 17.9%, 45.1% and 56.7%, respectively, each of which exceeded the comparable companies' highest year-on-year growth rates of 17.2%, 25.8% and 35.1%, respectively. We achieved this growth while maintaining operating profitability that were broadly comparable to our peers (i.e. our EBITDA margin of 13.7% was comparable with the comparable companies' average and median EBITDA margins of 15.9% and 14.2%, respectively).

While our FYE 2026 PATAMI margin of 4.8% was lower than that of certain comparable companies, this was mainly due to listing-related expenses, and financing costs incurred to support our acquisition-led growth strategy. Following our Listing, a portion of the proceeds from our Public Issue will be utilised to partially repay our term loan and revolving credit facilities which is expected to result in interest savings of approximately RM26.3 million per annum. Accordingly, the resultant reduction in financing costs is expected to better reflect our underlying earnings profile. Please refer to Section 4.5 of this Prospectus for further details on the use of the proceeds from our Public Issue. On a normalised basis, after excluding non-recurring listing expenses and taking into account the anticipated interest savings, our PATAMI margin and implied valuation metrics would be more comparable to those of our comparable companies.

4. DETAILS OF OUR IPO *(Cont'd)*

4.3.1.1 Regional and Global Pharmaceutical Retail Operators

While we have considered pharmaceutical retail operators across Southeast Asia, including those in Indonesia, Singapore, Thailand and Vietnam, many of these operators are privately held and therefore do not provide publicly available valuation benchmarks. Further, certain Southeast Asian pharmaceutical retail operators form part of larger, diversified regional or global healthcare and pharmaceutical groups, where their respective valuation reflect broader business segments beyond standalone retail pharmacy operations. Separately, while a pharmaceutical retail operator is publicly listed in Thailand, it was not selected as a comparable company due to its significantly smaller operational scale and market capitalisation compared to our Company. Accordingly, these Southeast Asian operators do not provide a sufficiently meaningful basis of comparison for valuation benchmarking purposes.

We have also considered listed pharmaceutical retail operators in other emerging Asian markets, including the People's Republic of China and Republic of India. Certain pharmaceutical retail operators in these markets have been presented in this section for informational purposes, given their principal business activities and exposure to developing organised pharmaceutical retail markets.

We have also presented selected listed pharmaceutical retail operators in locations outside of emerging Asian markets, namely (i) Sigma Healthcare Limited in Australia; (ii) CVS Health Corporation in the United States; (iii) Raia Drogasil S.A. in Brazil; and (iv) Clicks Group Limited and Dis-Chem Pharmacies Limited in South Africa. These companies were selected to provide broader context on the wide range of trading valuations of large-scale listed pharmaceutical retail operators that have substantial exposure to business segments such as retail pharmacy, pharmaceutical, healthcare, and/or wellness, and are typically considered to be among the market leaders of the pharmaceutical retail industry in their respective countries.

However, these regional and global pharmaceutical retail operators are not directly comparable to our Company as they operate in different geographic, healthcare systems, regulatory environments, competitive landscapes and consumer markets, and may differ from our Company in terms of product mix, operating scale and profitability. The growth profiles of these companies and their respective economies are also generally significantly different from our Company and Malaysia, respectively. Further, certain global pharmaceutical retail operators also operate broader or more integrated business models. In particular, (i) CVS Health Corporation's healthcare services and health insurance segments contribute significantly to its revenue; (ii) Clicks Group Limited and Dis-Chem Pharmacies Limited both have pharmaceutical wholesale and distribution activities in addition to their retail operations; and (iii) Sigma Healthcare Limited operates an integrated pharmacy franchise, wholesale and distribution platform. Therefore, their overall financial performance, margins, historical earnings per share, and trading valuations may be influenced by business activities and market factors which differ from those applicable to our Company.

The market capitalisation and PE Multiple of the abovementioned pharmaceutical retail operators that are listed on other exchanges are set out below solely for informational purposes, and were not taken into consideration in determining our Retail Price. Investors should also note that the PE Multiples for these companies are driven by various factors that have affected each company's share price performance and historical earnings per share, and may not reflect the trading performance of these companies in the future. Given the aforementioned fundamental differences in market dynamics and company operations, the factors that have affected these companies' share price and profitability may not be applicable for our Company. Investors should not rely on the information set out below as a benchmark for our Company and should make their own independent assessment regarding the risks and merits of our Company before investing.

4. DETAILS OF OUR IPO (Cont'd)

	Country of listing	Market capitalisation as at the LPD RM'billion	PE Multiple⁽¹⁾ times
Emerging Asia			
MedPlus Health Services Limited	Republic of India	3.9	37.4
Yifeng Pharmacy Chain Co., Ltd.	People's Republic of China	16.8	16.0
DaShenLin Pharmaceutical Group Co., Ltd.	People's Republic of China	12.4	15.2
LBX Pharmacy Chain Joint Stock Company	People's Republic of China	5.9	23.0
Anhui Huaren Health Pharmaceutical Co., Ltd.	People's Republic of China	3.6	26.7
Yixintang Pharmaceutical Group Co., Ltd.	People's Republic of China	3.7	22.7
ShuYu Civilian Pharmacy Corp., Ltd.	People's Republic of China	3.6	58.0
Others			
Sigma Healthcare Limited	Australia	82.2	42.0
CVS Health Corporation	United States	469.6	22.4
Raia Drogasil S.A.	Brazil	24.6	23.9
Clicks Group Limited	South Africa	11.7	14.7
Dis-Chem Pharmacies Limited	South Africa	5.5	23.6

Note:

(1) Based on the market capitalisation as at the LPD and the latest available financial statements for the last 12 months of the respective companies.

4. DETAILS OF OUR IPO (Cont'd)

4.3.2 Institutional Price

The Institutional Price will be determined by a bookbuilding process wherein prospective institutional and selected investors will be invited to bid for portions of the Institutional Offering by specifying the number of our IPO Shares they would be prepared to acquire and the price they would be prepared to pay for our IPO Shares in respect of the Institutional Offering. Upon completion of the bookbuilding process, the Institutional Price will be fixed by our Directors and the Selling Shareholders in consultation with our Joint Global Coordinators on the Price Determination Date.

4.3.3 Refund mechanism

If the Final Retail Price is lower than the Retail Price, the difference between the Retail Price and the Final Retail Price will be refunded to the successful applicants without any interest. The refund will be made:

- (i) in the form of cheques to be despatched by ordinary post to the address maintained with Bursa Depository for applications made via the Application Form; or
- (ii) by crediting into the accounts of the successful applicants with the Participating Financial Institutions for applications made via the Electronic Share Application or by crediting into the accounts of the successful applicants with the Internet Participating Financial Institutions or Participating Securities Firms for applications made via the Internet Share Application,

within 10 Market Days from the date of final ballot of applications, at the successful applicants' own risk. For further details on the refund mechanism, see Section 16.9 of this Prospectus.

4.3.4 Expected market capitalisation

Based on the Retail Price, the market capitalisation of our Company upon our Listing would be approximately RM8.0 billion.

YOU SHOULD ALSO NOTE THAT THE MARKET PRICE OF OUR SHARES UPON OUR LISTING IS SUBJECT TO THE VAGARIES OF MARKET FORCES AND OTHER UNCERTAINTIES. YOU SHOULD FORM YOUR OWN VIEWS ON THE VALUATION OF OUR SHARES BEFORE DECIDING TO INVEST. YOU ARE ALSO REMINDED TO CAREFULLY CONSIDER THE RISK FACTORS AS SET OUT IN SECTION 5 OF THIS PROSPECTUS.

4.4 DILUTION

Dilution is computed as the difference between our pro forma consolidated net assets per Share after our IPO and our Final Retail Price paid by retail investors or Institutional Price paid by institutional and selected investors for our Shares.

4. DETAILS OF OUR IPO (Cont'd)

The following table illustrates such dilution on a per Share basis assuming the Retail Price is equal to the Final Retail Price and the Institutional Price:

		RM
Final Retail Price / Institutional Price	(A)	1.08
Pro forma consolidated net assets per Share as at 30 June 2026 after adjusting for the Subdivision and the intended use of proceeds from our Public Issue	(B)	0.16
Dilution in the pro forma consolidated net assets per Share to new investors	(A – B)	0.92
Dilution in the pro forma consolidated net assets per Share to new investors as a percentage of the Final Retail Price / Institutional Price	(A – B) / (A)	85.2%

Save as disclosed below, there is no substantial disparity between the Retail Price and effective cash cost of our Shares acquired by our Promoters, Substantial Shareholders, Directors, Key Senior Management or persons connected to them ("**Persons Connected**"), or any transaction entered into by them which grants them the right to acquire any of our Shares in the past three years up to the LPD:

Name	Date	Allotted / Transferred	No. of Shares	Total consideration RM	Average price per Share RM
Promoter and substantial shareholder					
UPSB	29 December 2023 ⁽¹⁾	Allotted	18,395,000	136,500,088	7.42
	15 December 2025 ⁽²⁾	Transferred	6,858	50,749	7.40
	6 January 2026 ⁽²⁾	Transferred	1,040	7,696	7.40
	10 February 2026 ⁽²⁾	Transferred	1,300	9,620	7.40
	12 May 2026 ⁽²⁾	Transferred	4,095	30,303	7.40
	7 July 2026 ⁽²⁾	Transferred	3,445	25,493	7.40
	6 August 2026 ⁽⁵⁾	Allotted	2,838,562,506	-	-
			2,856,974,244	136,623,949	0.05

Substantial shareholder

IPSB	29 December 2023 ⁽¹⁾	Allotted	9,905,000	73,500,052	7.42
	15 December 2025 ⁽²⁾	Transferred	3,693	27,328	7.40
	6 January 2026 ⁽²⁾	Transferred	560	4,144	7.40
	10 February 2026 ⁽²⁾	Transferred	700	5,180	7.40
	12 May 2026 ⁽²⁾	Transferred	2,205	16,317	7.40
	7 July 2026 ⁽²⁾	Transferred	1,855	13,727	7.40
	6 August 2026 ⁽⁵⁾	Allotted	2,233,686,507	-	-
			2,243,600,520	73,566,748	0.03

Key Senior Management

Chong	Yeow	30 June 2025 ⁽⁴⁾	Allotted	7,300	54,020	7.40
Siang		6 August 2026 ⁽⁵⁾	Allotted	284,700	-	-
				292,000	54,020	0.19

4. DETAILS OF OUR IPO (Cont'd)

Name	Date	Allotted / Transferred	No. of Shares	Total consideration RM	Average price per Share RM
Chin Shin Yi	30 June 2025 ⁽³⁾	Allotted	221,760	215,107	0.97
	30 June 2025 ⁽⁴⁾	Allotted	6,600	48,840	7.40
	6 August 2026 ⁽⁵⁾	Allotted	8,906,040	-	-
			9,134,400	263,947	0.03
Ooh Chin Boon	30 June 2025 ⁽⁴⁾	Allotted	10,300	76,220	7.40
	6 August 2026 ⁽⁵⁾	Allotted	401,700	-	-
			412,000	76,220	0.19
Ch'ng Haw Chong	30 June 2025 ⁽⁴⁾	Allotted	11,600	85,840	7.40
	6 August 2026 ⁽⁵⁾	Allotted	452,400	-	-
			464,000	85,840	0.19
Ang Swee Lim	30 June 2025 ⁽⁴⁾	Allotted	10,500	77,700	7.40
	6 August 2026 ⁽⁵⁾	Allotted	409,500	-	-
			420,000	77,700	0.19
See Chee Choon	30 June 2025 ⁽³⁾	Allotted	118,000	114,460	0.97
	30 June 2025 ⁽⁴⁾	Allotted	6,400	47,360	7.40
	6 August 2026 ⁽⁵⁾	Allotted	46,111,260	-	-
			46,235,660	161,820	*
Persons Connected					
Lee Sheen Mei	30 June 2025 ⁽³⁾	Allotted	118,000	114,460	0.97
	30 June 2025 ⁽⁴⁾	Allotted	6,500	48,100	7.40
	6 August 2026 ⁽⁵⁾	Allotted	12,184,692	-	-
			12,309,192	162,560	0.01
Soh Jau Rhen	30 June 2025 ⁽³⁾	Allotted	118,000	114,460	0.97
	30 June 2025 ⁽⁴⁾	Allotted	6,400	47,360	7.40
	6 August 2026 ⁽⁵⁾	Allotted	14,579,916	-	-
			14,704,316	161,820	0.01
Lim Shin Jeng	30 June 2025 ⁽³⁾	Allotted	118,000	114,460	0.97
	30 June 2025 ⁽⁴⁾	Allotted	6,300	46,620	7.40
	6 August 2026 ⁽⁵⁾	Allotted	44,050,968	-	-
			44,175,268	161,080	*
Ang Hooi Hoon	30 June 2025 ⁽⁴⁾	Allotted	6,600	48,840	7.40
	6 August 2026 ⁽⁵⁾	Allotted	257,400	-	-
			264,000	48,840	0.19
Lim Shin Yen	30 June 2025 ⁽³⁾	Allotted	75,500	73,235	0.97
	30 June 2025 ⁽⁴⁾	Allotted	2,200	16,280	7.40
	6 August 2026 ⁽⁵⁾	Allotted	5,139,420	-	-
			5,217,120	89,515	0.02

4. DETAILS OF OUR IPO (Cont'd)

Name	Date	Allotted / Transferred	No. of Shares	Total consideration	Average price per Share
				RM	RM
Wong Wai Hou	30 June 2025 ⁽³⁾	Allotted	75,500	73,235	0.97
	30 June 2025 ⁽⁴⁾	Allotted	2,400	17,760	7.40
	6 August 2026 ⁽⁵⁾	Allotted	3,038,100	-	-
			3,116,000	90,995	0.03

Notes:

* Negligible

- (1) Pursuant to the issuance of new Shares to UPSB and IPSB to raise proceeds amounting to RM210.0 million to part fund the Caring Acquisition.
- (2) Pursuant to the sale of our Shares by our former employees to UPSB and IPSB on 15 December 2025, 6 January 2026, 10 February 2026, 12 May 2026 and 7 July 2026.
- (3) Pursuant to the options granted to ESOS Grantees which were exercised on 30 June 2025 at an exercise price of RM0.97 per Share.
- (4) Pursuant to the options granted to ESOS Grantees which were exercised on 30 June 2025 at an exercise price of RM7.40 per Share.
- (5) Pursuant to the Subdivision. Please refer to Section 6.1.2 of this Prospectus for further details.

4.5 USE OF PROCEEDS

We expect to use the gross proceeds from our Public Issue amounting to RM637.8 million in the following manner:

Description	Estimated timeframe for use from the date of our Listing	RM'000 ⁽¹⁾	%
Repayment of bank borrowings	Within 3 months	570,731	89.5
Establishment of a new distribution centre ("DC")	Within 36 months	30,000	4.7
Defrayment of listing expenses	Immediate	37,060	5.8
Total		637,791	100.0

Note:

- (1) Based on the assumption that the Institutional Price and the Final Retail Price will be equal to the Retail Price.

The actual proceeds arising from our Public Issue will depend on the Institutional Price and the Final Retail Price. If the actual proceeds are higher than the budgeted above, the excess will be used for our working capital to fund the purchase of finished goods for our retail segment.

4. DETAILS OF OUR IPO (Cont'd)

Conversely, if the actual proceeds are lower than budgeted above, the proceeds shall be allocated in accordance with the following order of priority:

- (i) firstly, to defray our listing expenses;
- (ii) secondly, to repay our bank borrowings; and
- (iii) lastly, for the establishment of our new DC.

Any shortfall between the actual proceeds and the amount budgeted above will be funded via internally generated funds and/or external financing. Pending the eventual use of the gross proceeds from our Public Issue for the above intended purposes, the funds will be placed with interest-bearing accounts with licensed financial institutions in Malaysia and/or money market deposit instruments / funds.

Further details on the use of proceeds from our Public Issue are as follows:

4.5.1 Repayment of bank borrowings

We intend to allocate RM570.7 million or 89.5% of the gross proceeds from our Public Issue towards part repayment of our bank borrowings. The term loan and revolving credit facilities to be repaid are as follows:

Name of financial institution / Type of facility ⁽¹⁾	Interest rate ⁽²⁾	Maturity date	Outstanding amount as at 31 August 2026	Repayment
			RM'000	RM'000
Malayan Banking Berhad and RHB Bank Berhad in equal proportions / Term loan ("Syndicate TL") ⁽³⁾	Cost of funds + 1.65%	RM431.3 million due on 28 December 2026, with the remaining balance of RM400.0 million to be repaid in quarterly tranches over a five-year period ending on 28 December 2031	831,331	431,331 ⁽⁴⁾
RHB Bank Berhad / Revolving credit ("RHB RC")	Cost of funds + 1.00%	On a monthly roll over basis	56,441	56,441
Alliance Bank Malaysia Berhad / Revolving credit ("Alliance RC")	Effective cost of funds + 1.00%	On a monthly roll over basis	30,000	30,000
Maybank Islamic Berhad / Revolving credit	Cost of funds + 1.00%	On a monthly roll over basis	92,281	52,959
Total				570,731

4. DETAILS OF OUR IPO (Cont'd)**Notes:**

- (1) The facilities were drawn down to fund our working capital and the following acquisitions:

Details of the purchase consideration

Caring Acquisition	The purchase consideration of RM888.3 million was funded through the Syndicate TL (RM638.3 million), revolving credit facilities (RM50.0 million), and the balance through internally generated funds and issuance of new Shares at an average price of RM7.42 per Share to IPSB and UPSB respectively.
Medispec Acquisition	The purchase consideration of RM249.4 million was funded through the Syndicate TL (RM193.0 million) and RHB RC (RM56.4 million).
Your Physio Acquisition	The purchase consideration of RM32.8 million was funded through the Alliance RC (RM30.0 million) and the balance from internally generated funds.

- (2) Please refer to Section 12.3.4 of this Prospectus for the weighted average effective interest rates per annum of our bank borrowings by type of facility.
- (3) Pursuant to the facility agreement and various supplemental letters to the facility agreement governing the Syndicate TL of up to RM831.3 million granted by Malayan Banking Berhad and RHB Bank Berhad to our Company, the relevant terms, conditions, covenants and undertakings relating to our Listing include, among others, the following:
- (i) that certain issuances of equity by our Company and our subsidiaries (including but not limited to an IPO and/or an offer for sale of shares held by us or our subsidiaries) will trigger a mandatory prepayment of RM431.3 million. In the event of an IPO, the IPO proceeds shall be applied towards the prepayment of RM431.3 million of the Syndicate TL; and
 - (ii) that the remaining balance of the Syndicate TL of RM400.0 million shall be repaid in quarterly tranches over a period of up to five years from 28 December 2026, subject to our Listing.
- (4) An equal amount of RM215.7 million will be repaid to Malayan Banking Berhad and RHB Bank Berhad respectively.

As at 31 August 2026, our total bank borrowings amounted to RM1.7 billion. The partial repayment of the revolving credit and term loan facilities are expected to result in interest savings of RM26.3 million per annum (computed based on proposed repayment amount of RM570.7 million multiplied by our average interest cost of borrowings of 4.6% per annum as at 30 June 2026).

The increase in our total equity from the issuance of the new Shares under our Public Issue coupled with the partial repayment of the above borrowings is expected to reduce our gearing ratio from 2.8 times (as at 31 August 2026) to 0.9 times as illustrated in Section 12.4 of this Prospectus.

4. DETAILS OF OUR IPO (Cont'd)**4.5.2 Establishment of a new DC**

We intend to allocate RM30.0 million or 4.7% of the gross proceeds from our Public Issue to part fund the land acquisition for the establishment of a new DC.

As at the LPD, the utilisation rate of BRDC is 80.2%. Based on our plans for the expansion of our retail outlet as set out in Section 7.3.1 of this Prospectus, our BRDC is expected to operate at close to full capacity within the next five years. Accordingly, our Group intends to establish a new DC to increase capacity while integrating additional automation for inbound handling and pallet storage. The new DC will support the growth in our operations, and is in line with our plans to increase adoption of technological infrastructure. Please refer to Section 7.3.4 of this Prospectus for more details of our future plans. At this juncture, we have commenced our assessment to determine the requirements of our new DC taking into consideration factors such as (i) storage capacity required; (ii) degree of automation; and (iii) level of integration with the existing BRDC. We expect to complete our assessment by the first quarter of 2027.

As at the LPD, we have not formally started the process to identify a suitable piece of land to be acquired for the establishment of the new DC and target to commence the identification process in the first quarter of 2027. In identifying a suitable piece of land, we will assess the potential land based on criteria such as minimal operational disruptions, proximity to our BRDC and overall cost considerations. We expect the timeframe from site identification to commissioning to take up to three years, depending on various factors, such as progress of the construction, and obtaining the relevant regulatory approvals and permits for operations.

4.5.3 Defrayment of listing expenses

We intend to allocate RM37.1 million or 5.8% of the gross proceeds from our Public Issue towards defraying the listing expenses comprising the following:

Details	RM'mil
Professional fees ⁽¹⁾	11.5
Underwriting commission, brokerage fee and placement fee	15.3
Regulatory fees	3.7
Other fees and expenses relating to our Listing and contingencies ⁽²⁾	6.6
Total	37.1

Notes:

- (1) Includes advisory and professional fees for among others, the Joint Principal Advisers, legal advisers, Reporting Accountants, company secretaries, IMR, Issuing House, Share Registrar and translator.
- (2) Includes incidental charges or related expenses in connection with our IPO such as printing and advertising fee, roadshow expenses and funds reserved for contingency purposes.

Our Company will not receive any proceeds from the Offer for Sale. The Offer for Sale will raise gross proceeds of RM1,395.2 million which will accrue entirely to the Selling Shareholders. The Selling Shareholders will bear the entire incidental expenses and fees relating to the Offer for Sale, which is estimated to be RM30.1 million.

4. DETAILS OF OUR IPO (Cont'd)

4.6 BROKERAGE FEE, UNDERWRITING COMMISSION AND PLACEMENT FEE

4.6.1 Brokerage fee

We will pay brokerage in respect of our Issue Shares under the Retail Offering at the rate of 1.0% (exclusive of applicable tax) of the Final Retail Price in respect of all successful applications which bear the stamp of either the participating organisations of Bursa Securities, members of the Association of Banks in Malaysia, members of the Malaysian Investment Banking Association and / or the Issuing House.

Our Joint Global Coordinators and our Joint Bookrunners are entitled to charge brokerage commission to successful applicants under the Institutional Offering. For the avoidance of doubt, such brokerage commission will be paid by successful applicants under the Institutional Offering and will not be payable by us or the Selling Shareholders.

4.6.2 Underwriting commission

As stipulated in the Retail Underwriting Agreement, our Joint Managing Underwriters and our Joint Underwriters have agreed to underwrite our Issue Shares under the Retail Offering for an underwriting commission of up to 1.5% (exclusive of applicable tax) of the Retail Price multiplied by the total number of our Issue Shares underwritten under the Retail Offering.

4.6.3 Placement fee

We and the Selling Shareholders will pay our Joint Global Coordinators and Joint Bookrunners a placement fee of 1.5% (exclusive of applicable tax) and may pay our Joint Global Coordinators and Joint Bookrunners a discretionary fee of up to 0.5% (exclusive of applicable tax) of the Institutional Price multiplied by the number of IPO Shares sold to Malaysian and foreign institutional and selected investors in accordance with the terms of the Placement Agreement.

4.7 DETAILS OF THE UNDERWRITING, PLACEMENT AND LOCK-UP ARRANGEMENTS

4.7.1 Underwriting

We have entered into the Retail Underwriting Agreement with our Joint Managing Underwriters and Joint Underwriters to severally and not jointly (nor jointly and severally) underwrite 267,638,000 Issue Shares under the Retail Offering, subject to the clawback and reallocation provisions and the Over-allotment Option as set out in Sections 4.1.3 and 4.1.4 of this Prospectus and upon the terms and subject to the conditions of the Retail Underwriting Agreement.

Details of the underwriting commission are set out in Section 4.6.2 of this Prospectus, while the salient terms of the Retail Underwriting Agreement are as follows:

The underwriting obligations of our Joint Managing Underwriters and Joint Underwriters to underwrite 267,638,000 Issue Shares under the Retail Offering are subject to certain conditions precedent which must be fulfilled or waived on or before the date specified or if none is stated, on or before the closing date of the Retail Offering as stated in this Prospectus or such later date as may be agreed in writing by our Joint Managing Underwriters. To the extent permitted by law, our Joint Managing Underwriters (acting on behalf of themselves and all our Joint Underwriters) may at their sole discretion (upon consultation with our Joint Underwriters), waive the compliance with any of the conditions precedent or extend the deadline for the compliance with any of the same, without prejudice to its other powers, rights and remedies under the Retail Underwriting Agreement.

4. DETAILS OF OUR IPO (Cont'd)

Our Joint Managing Underwriters (for and on behalf of our Joint Underwriters) may by notice in writing to our Company given at any time before the date of Listing, terminate, cancel and withdraw their respective underwriting commitment if:

- (a) there is any breach or failure on the part of our Company to perform any obligations contained in the Retail Underwriting Agreement where such breach is not capable of remedy or, if capable of remedy, is not remedied to the satisfaction of our Joint Managing Underwriter within five business days from receipt of the notice of such breach being given to our Company by our Joint Managing Underwriter (upon consultation with, and on behalf of our Joint Underwriters) or such other date which the parties may mutually agree in writing, but in any event no later than the closing date of the Retail Offering;
- (b) there is an occurrence of any event or discovery of any fact or circumstances rendering any of the warranties set out in the Retail Underwriting Agreement untrue, inaccurate, incorrect, incomplete or misleading or ceases to be true, accurate and correct or becomes misleading, in any respect or resulting in any of the undertakings made by our Company under the Retail Underwriting Agreement not complied with, breached and/or failed to be performed in any respect which is not capable of remedy or, if capable of remedy, is not remedied to the satisfaction of our Joint Managing Underwriter within five business days from receipt of the notice of such breach being given to our Company by our Joint Managing Underwriter (upon consultation with, and on behalf of our Joint Underwriters) or such other date which the parties may mutually agree in writing, but in any event no later than the closing date of the Retail Offering;
- (c) our Company withholds any material information from our Joint Managing Underwriters and Joint Underwriters, which has a material adverse effect. Material adverse effect refers to any event, development or occurrence, or series of events, developments or occurrences, which, in the sole opinion of our Joint Managing Underwriters, will or is likely to prejudice or would have or could be expected to have a material adverse effect, whether individually or in the aggregate, and whether or not arising in the ordinary course of business, in or affecting any of the following:
 - (i) the condition (financial, operational, legal or otherwise), general affairs, commitments (contractual or otherwise), earnings, management, business, operations, properties, assets, liquidity, liabilities, undertakings, shareholders' equity, results of operations or prospects of our Company or our Group taken as a whole, or the ability of our Company or any of our Subsidiaries or Associates within our Group to conduct its respective business and to own or lease its respective assets and properties as described in this Prospectus;
 - (ii) the ability of our Company and/or any of the Selling Shareholders to perform its or their obligations under or with respect to, or to consummate the transactions contemplated by, this Prospectus or the Retail Underwriting Agreement, the Placement Agreement, the Share Lending Agreement, each lock-up agreement, the Master Cornerstone Placement Agreement and each individual cornerstone placement agreement (collectively, the "**Transaction Agreements**"); or
 - (iii) our IPO, or the distribution or the sale of our IPO Shares pursuant to our IPO or our Listing;

(collectively, "**Material Adverse Effect**")

4. DETAILS OF OUR IPO (Cont'd)

- (d) there shall have occurred, happened or come into effect any event or series of events beyond the reasonable control of our Joint Managing Underwriters and Joint Underwriters by reason of Force Majeure (as defined herein) which would have a Material Adverse Effect or which would have or is likely to have the effect of making any obligation under the Retail Underwriting Agreement incapable of performance in accordance with its terms. Force majeure means any local, national or international causes or events which are unpredictable and beyond the reasonable control of the party claiming Force Majeure which could not have been avoided or prevented by reasonable foresight, planning and implementation including but not limited to:
- (i) war, acts of warfare, sabotages, hostilities, invasion, incursion by armed force, act of a hostile army, nation or enemy, national emergency, civil war or commotion, hijacking, terrorism (in all cases, whether war has been declared or not);
 - (ii) riot, commotion, uprising against constituted authority, civil commotion, disorder, rebellion, organised armed resistance to the government, insurrection, revolt, military takeover or usurped power;
 - (iii) natural catastrophe including but not limited to earthquakes, floods, fire, storm, lightning, tempest, explosions, accident, or other acts of God; or
 - (iv) any local, national or international occurrence or outbreak of disease, or pandemic, epidemic, the imposition of lockdowns or similar measures to control the spread of any epidemic, any outbreak or material escalation of hostilities or national emergency, whether war has been declared or not, or insurrection or armed conflict or terrorist event (whether or not involving financial markets), the occurrence of any other calamity or crisis or emergency or any event or series of events in the nature of force majeure, or deterioration of any such condition;
- (collectively, “**Force Majeure**”);
- (e) there shall have occurred any government requisition or other events whatsoever which would have a Material Adverse Effect;
- (f) there shall have occurred any material adverse change in local, national or international monetary, financial and capital markets (including stock market conditions and interest rates), political or economic conditions or exchange control or currency exchange rates which would have a Material Adverse Effect, or would have or is likely to have a material adverse effect (whether in the primary market or in respect of dealings in the secondary market) on the value or price of our IPO Shares. For the avoidance of doubt, and without prejudice to the foregoing, if the FTSE Bursa Malaysia KLCI (“**Index**”) is, at the close of normal trading on Bursa Securities, on any Market Day:
- (i) on or after the date of the Retail Underwriting Agreement; and
 - (ii) prior to the closing date of the Retail Offering,
- lower than 85.0% of the level of the Index at the last close of normal trading on Bursa Securities on the Market Day immediately prior to the date of the Retail Underwriting Agreement and remains at or below that level for at least three consecutive Market Days, it shall be deemed a material adverse change in the stock market condition;

4. DETAILS OF OUR IPO (Cont'd)

- (g) trading in shares or securities generally on Bursa Securities, the Singapore Exchange Securities Trading Limited, the New York Stock Exchange, Nasdaq, the London Stock Exchange or the Hong Kong Stock Exchange has been restricted or suspended or minimum prices have been established on Bursa Securities for three consecutive Market Days or more, the effect of which, in the sole opinion of our Joint Managing Underwriters, is likely to prejudice the issue, offer, sale and delivery of our IPO Shares on the terms and in the manner contemplated in this Prospectus or the application form for use in the Retail Offering provided with this Prospectus (collectively, the **"Offer Documents"**), or the completion of our IPO;
- (h) there shall have been announced or carried into force any new law or change in law in any jurisdiction, interpretation or application by any court or the relevant authorities which may: (i) have a Material Adverse Effect; or (ii) in the sole opinion of our Joint Managing Underwriters, prejudice the success of our IPO or our Listing or which would have or is likely to have the effect of making it impracticable to enforce contracts to allot and/or transfer our IPO Shares or making any obligation under the Retail Underwriting Agreement incapable of performance in accordance with its terms;
- (i) the closing date of the Retail Offering does not occur by 5 November 2026 or such other extended date as may be agreed in writing by our Joint Managing Underwriters;
- (j) our Listing does not take place by 19 November 2026 or such other extended date as may be agreed in writing by our Joint Managing Underwriters;
- (k) any commencement of governmental proceedings, formal investigations, enquiries or action against any member of our Group or any of our Group's directors or executive officers, or any of the Selling Shareholders, the effect of which, in consultation with our Company and the Selling Shareholders, in the sole opinion of our Joint Managing Underwriters, is likely to prejudice the offer, sale or delivery of our IPO Shares on terms and in the manner contemplated in each of the Offer Documents, or the completion of our IPO;
- (l) any breach of any of the obligations of our Company or the Selling Shareholders under the Transaction Agreements which has a Material Adverse Effect which is not capable of remedy or where such breach or failure is capable of remedy, the same not being remedied within five business days from the receipt of the notice of such breach being given to our Company by our Joint Managing Underwriters or within such other extended period as the parties may mutually agree in writing, but in any event, no later than the closing date of the Retail Offering;
- (m) any one of the Transaction Agreements (i) having been terminated or rescinded in accordance with its terms thereof; (ii) ceases to have any effect whatsoever, or (iii) is varied or supplemented upon its terms and such variation or supplementation would have or likely to have a Material Adverse Effect;
- (n) any of our resolutions in relation to, among others, the approval of our IPO, our Listing, the transactions contemplated by each of the same (including the execution of the Retail Underwriting Agreement), or approvals required in relation to our IPO, our Admission and our Listing is revoked, withdrawn, suspended or ceases to have any effect whatsoever, or is varied or supplemented upon terms that would have or is likely to have a Material Adverse Effect;
- (o) in the event our IPO and/or our Listing is withdrawn, modified or varied or not procured or procured but subject to conditions not acceptable to our Joint Managing Underwriters;
- (p) if the SC or any other relevant authority issues an order pursuant to Malaysian Law, or a prohibition on our Company or any of the Selling Shareholders has been imposed for whatever reason, such as to make it impracticable to market our IPO or to enforce contracts to issue, allot, sell and/or transfer our IPO Shares;

4. DETAILS OF OUR IPO (Cont'd)

- (q) any statements contained in the Offer Documents has become or been discovered to be untrue, incorrect, incomplete, inaccurate or misleading in any respect, or matters have arisen or have been discovered which would, if any of the Offer Documents were to be issued at that time, constitute an omission to state a material fact necessary to make the statements therein, in the light of the circumstances under which they were made, not misleading;
- (r) if the obligations of our Joint Underwriters to subscribe for and/or procure subscriptions for the underwritten shares are or become prohibited by any statute, order, rule, directive or regulation amended, supplemented or introduced after the date of the Retail Underwriting Agreement by any legislative, executive or regulatory body or authority of any jurisdiction;
- (s) there is a change or development in laws on taxation, foreign investment or currency exchange control in Malaysia (including, without limitation, a devaluation of the Ringgit Malaysia against any foreign currencies) adversely affecting our Company, our Group, our IPO Shares or the transfers thereof or an announcement of such change or development, the effect of which, in the sole opinion of our Joint Managing Underwriters, is likely to prejudice the issue, offer, sale and delivery of our IPO Shares on the terms and in the manner contemplated in each of the Offer Documents, or the completion of our IPO;
- (t) a banking moratorium has been declared by the relevant authorities in Malaysia, Singapore, the United States, the United Kingdom, any member state of the European Union, Singapore or Hong Kong, or a material disruption of commercial banking activities, foreign exchange trading or securities settlement or clearance services has occurred in Malaysia, Singapore, the United States, the United Kingdom, any member state of the European Union, Singapore or Hong Kong, the effect of which, in the sole opinion of our Joint Managing Underwriters, is likely to prejudice the issue, offer, sale and delivery of our IPO Shares on the terms and in the manner contemplated in each of the Offer Documents, or the completion of our IPO;
- (u) any moratorium, suspension or restriction (including, without limitation, any imposition of or requirement for any minimum or maximum price limit or price range) in or on trading in any securities of our Company, the effect of which, in the sole opinion of our Joint Managing Underwriters, is likely to prejudice the issue, offer, sale and delivery of our IPO Shares on the terms and in the manner contemplated in each of the Offer Documents, or the completion of our IPO; or
- (v) any other event which results in a Material Adverse Effect, the effect of which, in the sole opinion of our Joint Managing Underwriters, is likely to prejudice the issue, offer, sale and delivery of our IPO Shares on the terms and in the manner contemplated in each of the Offer Documents, or the completion of our IPO.

4. DETAILS OF OUR IPO (Cont'd)

4.7.2 Placement

We and the Selling Shareholders expect to enter into the Placement Agreement with our Joint Global Coordinators and our Joint Bookrunners in relation to the placement of up to 1,614,730,000 IPO Shares under the Institutional Offering, subject to the clawback and reallocation provisions and the Over-allotment Option as set out in Sections 4.1.3 and 4.1.4 of this Prospectus. We and the Selling Shareholders will be requested, on a several basis, to give various representations, warranties and undertakings, and to indemnify our Joint Global Coordinators and our Joint Bookrunners against certain liabilities in connection with our IPO. The terms of the Placement Agreement are subject to negotiations and may include termination events that are different from those under the Retail Underwriting Agreement as set out in Section 4.7.1 of this Prospectus.

4.7.3 Lock-up arrangement

- (a) We have agreed with our Joint Global Coordinators and our Joint Bookrunners that for a period beginning on and including the date of the lock-up agreement and ending on and including the date that is six months after the date of our Listing ("**Lock-Up Period**"), we will not, and shall procure that nominees or trustees holding Shares on trust for or on its behalf shall not, without the prior written consent of our Joint Global Coordinators (for and on behalf of our Joint Bookrunners), directly or indirectly, conditionally or unconditionally:
 - (i) (A) issue, allot, offer, pledge, sell, offer to sell, contract or agree to sell, assign, issue or sell or grant or agree to grant any option, right, warrant or contract to purchase or create security over, purchase any option or contract to sell, hypothecate or create any encumbrance over, lend or otherwise transfer or dispose of, or agree to transfer or dispose of, directly or indirectly, conditionally or unconditionally, any new or existing Shares (or any securities convertible into or exercisable or exchangeable for Shares or any securities substantially similar to our Shares), including any Shares held in treasury, that are now owned or hereafter acquired by our Company or with respect to which our Company has or hereafter acquires the power of disposition; or (B) enter into any swap, hedge or derivative or any other arrangement or agreement or any transaction that transfers, in whole or in part, directly or indirectly, any of the economic consequence of ownership of our Shares or any securities convertible into or exercisable or exchangeable for Shares or any securities that represent the right to receive or are substantially similar to our Shares, whether any such swap or transaction described in clauses (A) or (B) above is to be settled by delivery of Shares or such other securities, in cash or otherwise, provided that the foregoing shall not apply to any Shares being offered and sold by our Company in connection with our IPO;
 - (ii) deposit any Shares (or any securities convertible into or exchangeable for, or which carry rights to subscribe or purchase or that represent the right to receive or are substantially similar to, our Shares) in any depository receipt facilities;
 - (iii) do or announce any intention to do any of the above or an offering or sale of any Shares (or any other securities exercisable or exchangeable for or convertible into or that represent the right to receive, or are substantially similar to, such Shares (or any interest therein or in respect thereof));
 - (iv) save for any stabilising action as contemplated by the Retail Underwriting Agreement and Placement Agreement and permissible under the law, take any action which is designed to or which constitutes or which would reasonably be expected to cause or result in stabilisation or manipulation of the price of our Shares; or

4. DETAILS OF OUR IPO (Cont'd)

- (v) enter into or effect any transaction with the same economic effect as any transactions described in items (i) to (iv) of Section 4.7.3 (a) above.

The restrictions set forth above shall not apply to: (aa) the issuance, offer and sale of any Shares by our Company pursuant to our IPO (including the offer, transfer and sale of any Shares pursuant to the Share Lending Agreement and the offer and sale of any Shares pursuant to the Over-allotment Option, provided that the restrictions set out in Section 4.7.3(a) above shall apply to our Shares returned to the Over-allotment Option Provider pursuant to the Share Lending Agreement); and (bb) the offer, transfer and sale of any Shares by the Selling Shareholders pursuant to our IPO.

- (b) UPSB, Low Youk Chu, Lim Bah Kaw, Tey Piow Fee, Chong Mu Sir, Tey Peyau Ek, See Chee Choon, Lim Shin Jeng, Tey Piow Yan, Lim Sze Ung, Tey Sew and Soh Jau Rhen (collectively, the “**UPSB Selling Shareholders**”), as the Selling Shareholders, have agreed with our Joint Global Coordinators and our Joint Bookrunners that during the Lock-Up Period, they will not and, where relevant and applicable, shall procure that their spouse and children, affiliates and nominees or trustees holding our Shares on trust for or on their behalf, shall not, without the prior written consent of our Joint Global Coordinators (for and on behalf of our Joint Bookrunners), directly or indirectly, conditionally or unconditionally:
- (i) (A) offer, pledge, mortgage, charge, sell, offer to sell, contract or agree to sell, assign, sell or grant or agree to grant any option, right, warrant or contract to purchase or create security over, purchase any option or contract to sell, hypothecate or create any encumbrance over, lend or otherwise transfer or dispose of, or agree to transfer or dispose of, directly or indirectly, conditionally or unconditionally, any Shares (or any securities convertible into or exercisable or exchangeable for Shares or any securities substantially similar to our Shares) whether now owned or hereafter acquired by the UPSB Selling Shareholders or with respect to which the UPSB Selling Shareholders have or hereafter acquire the power of disposition (any such Shares or interests therein now held or hereafter acquired, (“**Lock-Up Ordinary Shares**”), or (B) enter into any swap, hedge or derivative or any other arrangement or agreement or any transaction that transfers, in whole or in part, directly or indirectly, any of the economic consequence of ownership of the Lock-Up Ordinary Shares or any securities convertible into or exercisable or exchangeable for any Lock-Up Ordinary Shares or any securities that represent the right to receive or are substantially similar to any Lock-Up Ordinary Shares, whether any such swap or transaction described in clauses (A) or (B) above is to be settled by delivery of Lock-Up Ordinary Shares or such other securities, in cash or otherwise, provided that the foregoing shall not apply to any Shares being offered and sold by the UPSB Selling Shareholders in connection with our IPO;
 - (ii) deposit any Lock-Up Ordinary Shares (or any securities convertible into or exchangeable for, or which carry rights to subscribe or purchase or that represent the right to receive or are substantially similar to, any Lock-Up Ordinary Shares) in any depository receipt facilities;
 - (iii) sell, transfer or otherwise dispose of any interest in any shares or other equity interests in any company or other entity controlled by them which is directly, or through another company or other entity indirectly, the beneficial owner of the Lock-Up Ordinary Shares;
 - (iv) do or announce any intention to do any of the above or an offering or sale of any Lock-Up Ordinary Shares (or any other securities exercisable or exchangeable for or convertible into or that represent the right to receive, or are substantially similar to, any Lock-Up Ordinary Shares (or any interest therein or in respect thereof));

4. DETAILS OF OUR IPO (Cont'd)

- (v) save for any stabilising action as contemplated by the Retail Underwriting Agreement and Placement Agreement and permissible under the law, take any action which is designed to or which constitutes or which would reasonably be expected to cause or result in stabilisation or manipulation of the price of our Shares; or
- (vi) enter into or effect any transaction with the same economic effect as any transactions described in items (i) to (v) of Section 4.7.3 (b) above.

The restrictions set forth above shall not apply to (aa) the offer and sale of Shares by the UPSB Selling Shareholders as the Selling Shareholders pursuant to our IPO; and (bb) the ability of the UPSB Selling Shareholders to pledge 3,437,353,200 Shares ("**Pledged Shares**") in favour of RHB Bank Berhad as security for the obligations of the UPSB Selling Shareholders under the facility agreement dated 11 December 2023 between UPSB and RHB Bank Berhad. The UPSB Selling Shareholders undertake to procure that the relevant financing and security documents expressly require the financier in respect of security interests referred to in item (bb) of Section 4.7.3(b) above to comply with the restrictions in items (i) to (vi) of Section 4.7.3(b) during the Lock Up Period, including in relation to enforcement over the relevant Shares.

For the avoidance of doubt, save for Sections 4.7.3(aa) to (bb) herein, the restrictions in Sections 4.7.3(b)(i) to (iv) shall however apply to any other offer, sale, pledge, transfer or other disposition of the Pledged Shares including by way of enforcement, to the extent such restrictions are permitted under the laws of Malaysia.

- (c) IPSB, being the Selling Shareholder, has agreed with our Joint Global Coordinators and Joint Bookrunners that during the Lock-Up Period, it will not and, where relevant and applicable, shall procure that, its affiliates and nominees or trustees holding Shares on trust for or on its behalf, shall not, without the prior written consent of our Joint Global Coordinators (for and on behalf of our Joint Bookrunners), directly or indirectly, conditionally or unconditionally:
 - (i) (A) offer, pledge, mortgage, charge, sell, offer to sell, contract or agree to sell, assign, sell or grant or agree to grant any option, right, warrant or contract to purchase or create security over, purchase any option or contract to sell, hypothecate or create any encumbrance over, lend or otherwise transfer or dispose of, or agree to transfer or dispose of, directly or indirectly, conditionally or unconditionally, any Shares (or any securities convertible into or exercisable or exchangeable for Shares or any securities substantially similar to our Shares) now owned by IPSB or with respect to which IPSB has the power of disposition as at the date of the lock-up agreement ("**IPSB Lock-Up Ordinary Shares**"). For the avoidance of doubt, IPSB Lock-Up Ordinary Shares do not include any Shares acquired by IPSB after the Listing and IPSB may freely deal in, and enter into any swap, hedge, derivative or other arrangement in respect of, such Shares acquired after our Listing, or (B) enter into any swap, hedge or derivative or any other arrangement or agreement or any transaction that transfers, in whole or in part, directly or indirectly, any of the economic consequence of ownership of the IPSB Lock-Up Ordinary Shares or any securities convertible into or exercisable or exchangeable for any IPSB Lock-Up Ordinary Shares or any securities that represent the right to receive or are substantially similar to any IPSB Lock-Up Ordinary Shares, whether any such swap or transaction described in clauses (A) or (B) above is to be settled by delivery of IPSB Lock-Up Ordinary Shares or such other securities, in cash or otherwise, provided that the foregoing shall not apply to any Shares being offered and sold by IPSB in connection with our IPO;
 - (ii) deposit any IPSB Lock-Up Ordinary Shares (or any securities convertible into or exchangeable for, or which carry rights to subscribe or purchase or that represent the right to receive or are substantially similar to, any IPSB Lock-Up Ordinary Shares) in any depository receipt facilities;

4. DETAILS OF OUR IPO (Cont'd)

- (iii) sell, transfer or otherwise dispose of any interest in any shares or other equity interests in any company or other entity controlled by it which is directly, or through another company or other entity indirectly, the beneficial owner of the IPSB Lock-Up Ordinary Shares;
- (iv) do or announce any intention to do any of the above or an offering or sale of any IPSB Lock-Up Ordinary Shares (or any other securities exercisable or exchangeable for or convertible into or that represent the right to receive, or are substantially similar to, any IPSB Lock-Up Ordinary Shares (or any interest therein or in respect thereof));
- (v) save for any stabilising action as contemplated by the Retail Underwriting Agreement and Placement Agreement and permissible under the law, take any action which is designed to or which constitutes or which would reasonably be expected to cause or result in stabilisation or manipulation of the price of our Shares; or
- (vi) enter into or effect any transaction with the same economic effect as any transactions described in items (i) to (v) of Section 4.7.3(c) above.

The restrictions set forth above shall not apply to (aa) the offer, transfer and sale of any Shares by IPSB pursuant to the Share Lending Agreement and the offer and sale of any Shares pursuant to the Over-allotment Option, provided that the restrictions set forth above shall apply to our Shares returned to IPSB pursuant to the Share Lending Agreement; (bb) the offer and sale of Shares by IPSB as the Selling Shareholder pursuant to our IPO; (cc) the ability of IPSB to pledge 1,358,257,736 Shares ("**IPSB Pledged Shares**") in favour of Malayan Banking Berhad ("**Maybank**") as security for the obligations of IPSB under the facility agreement dated 19 December 2023, as amended and restated by the First Facility Amendment and Restatement Agreement dated 28 November 2025 between IPSB and Maybank; and (dd) the ability of IPSB, at any time during the Lock Up Period, to pledge, charge or create security interests over any of its Shares in favour of any bank, financial institution or lender as security for any financing, credit or other banking facilities made available to IPSB, provided that such pledge, charge or security interest does not involve a transfer of beneficial ownership of such Shares. IPSB undertakes to procure that the relevant financing and security documents expressly require the financiers in respect of security interests referred to in items (cc) and (dd) of Section 4.7.3(c) above to comply with the restrictions in items (i) to (vi) of Section 4.7.3(c) above during the Lock Up Period, including in relation to enforcement over the relevant Shares.

For the avoidance of doubt, save for items (aa) to (dd) in Sections 4.7.3(c) herein, the restrictions in items (i) to (vi) of Section 4.7.3(c) shall however apply to any other offer, sale, pledge, transfer or other disposition of the IPSB Pledged Shares including by way of enforcement, to the extent such restrictions are permitted under the laws of Malaysia.

4. DETAILS OF OUR IPO (Cont'd)

4.8 TRADING AND SETTLEMENT IN SECONDARY MARKET

Upon our Listing, our Shares will be traded through Bursa Securities and settled by book-entry settlement through the CDS, which is operated by Bursa Depository. This will be effected in accordance with the Rules of Bursa Depository and the provisions of the SICDA. Accordingly, we will not deliver share certificates to subscribers or purchasers of our IPO Shares.

Beneficial owners of our Shares are required under the Rules of Bursa Depository to maintain our Shares in CDS accounts, either directly in their names or through authorised nominees. Persons whose names appear in the Record of Depositors maintained by Bursa Depository will be treated as our shareholders in respect of the number of Shares credited to their respective CDS accounts.

Transactions in our Shares under the book-entry settlement system will be reflected by the seller's CDS account being debited with the number of Shares sold and the buyer's CDS account being credited with the number of Shares acquired. No transfer stamp duty is currently payable for our Shares that are settled on a book-entry basis, although there is a nominal transfer fee of RM10 payable for each transfer not transacted on the market.

Shares held in CDS accounts may not be withdrawn from the CDS except in the following instances:

- (i) to facilitate a share buy-back;
- (ii) to facilitate conversion of debt securities;
- (iii) to facilitate company restructuring process;
- (iv) where a body corporate is removed from the Official List;
- (v) to facilitate a rectification of any error; and
- (vi) in any other circumstances determined by Bursa Depository from time to time, after consultation with the SC.

Trading of shares of companies listed on Bursa Securities is normally done in "board lots" of 100 shares. Investors who desire to trade less than 100 shares are required to trade under the odd lot board. Settlement of trades done on a "ready" basis on Bursa Securities generally takes place on the second Market Day following the transaction date, and payment for the securities is generally settled on the second Market Day following the transaction date.

It is expected that our Shares will commence trading on Bursa Securities approximately 10 Market Days after the close of the Institutional Offering. Subscribers of our Shares will not be able to sell or otherwise deal in our Shares (except by way of book-entry transfer to other CDS accounts in circumstances which do not involve a change in beneficial ownership) prior to the commencement of trading on Bursa Securities.

5. RISK FACTORS

YOU SHOULD CAREFULLY CONSIDER THE RISKS SET OUT BELOW, ALONG WITH OTHER INFORMATION CONTAINED IN THIS PROSPECTUS, BEFORE YOU MAKE YOUR INVESTMENT DECISION.

5.1 RISKS RELATING TO OUR BUSINESS AND OPERATIONS

5.1.1 We are exposed to product liability and personal injury claims, criminal charges, regulatory penalties and product recalls

We offer our customers a wide variety of pharmaceutical, healthcare and other related products. There is a risk that our products may be subject to product damage, deterioration or defect, tampering or other integrity issues during the production, procurement, transportation or storage of our products. If our products are deemed or proven to be unsafe, ineffective, defective, contaminated, contain illicit substances, or result in bodily harm, we could be subject to product liability and personal injury claims, criminal charges, customer complaints, regulatory penalties and product recalls. As we provide pharmacy services, we are also subject to allegations of improper filling and labelling of prescriptions, providing inadequate or insufficient warnings, misleading disclosures of side effects or any other allegations of negligence or malpractice.

Further, our products that we offer to our customers, including our own-brand products and exclusive products, are sourced from our suppliers and Brand Principals, or manufactured by us and third-party manufacturers. We have put in place quality control measures for our products. However, there can be no assurance that such quality control measures will be sufficient in all circumstances, including where we may lack familiarity with new products and we may not be able to detect all harmful, prohibited or contaminated substances in the products that we procure and sell. Any failure by us, our suppliers, Brand Principals, third-party logistics providers and manufacturers to maintain high quality control standards may cause harm to our customers which could subject us to product liability and personal injury claims.

These claims and allegations could result in the revocation of our business licences or relevant permits or require us to suspend or cease the sale of certain products, which could have a material adverse effect on our business, results of operations and financial condition. Additionally, these claims could cause negative publicity and adversely affect our reputation and/or require significant costs for us to recall or rectify product defects. While there have been no such product incidents, product liability or personal injury claims that have materially impacted our operations during the Financial Years Under Review and from 1 July 2026 up to the LPD, any claims made against us could also be costly to defend, result in substantial damage awards against us and divert the attention of our management team from our operations, which could have a material adverse effect on our business, results of operations and financial condition. Please refer to Section 5.1.2 of this Prospectus for further details on the risks relating to our reputation and brand image.

In the event that such product liability claims are attributable to our suppliers, Brand Principals or third-party manufacturers, there can be no assurance that we will be able to obtain full indemnification from them. Even where we may have full indemnification, our reputation may still be severely impacted.

As at the LPD, we maintain product liability insurance policies to cover certain product liability and personal injury claims arising from the products sold by us. However, there can be no assurance that such coverage will be adequate or sufficient to cover all potential claims or losses that may arise, or that we will be able to renew such insurance policies on commercially acceptable terms. Please refer to Section 5.1.24 of this Prospectus for further details of the risks relating to our insurance coverage.

5. RISK FACTORS (Cont'd)**5.1.2 We are exposed to negative publicity, allegations, complaints or claims against us which may adversely affect our reputation and brand image**

Our reputation is critical to our continued ability to attract customers and maintain relationships with our suppliers, Brand Principals, third-party manufacturers, business partners, healthcare institutions and corporate customers. Events which draw negative publicity regarding the manner in which we conduct our business or serve our customers including any adverse allegations, complaints, or claims from our customers, regulatory authorities or any other third parties may deter consumers from shopping at our retail outlets and buying our products. Even where such allegations, complaints or claims are unsubstantiated or ultimately dismissed, they may still generate significant adverse publicity and damage our reputation and brand image. Defending against such claims, even where they are ultimately unsuccessful, may be costly, and may divert our management team's attention and resources away from our operations, thereby materially and adversely affecting our business, results of operations and financial condition. Furthermore, any such negative developments may erode the confidence of our suppliers, Brand Principals, manufacturers, distributors, business partners, healthcare institutions and corporate customers to conduct business with us.

Additionally, our reputation and our brands may be adversely affected by the actions of our employees and business partners, whom we may not be able to control or regulate. Key opinion leaders and commercial partners with whom we maintain relationships could also engage in behaviour or use their platforms to communicate directly with our customers in a manner that reflects poorly on our brands. Their actions may be attributed to us or otherwise adversely affect us and the precautions we take to detect such activity may not be effective in all cases. For example, we are currently licensing the "Wellings" brand name to a third-party retail pharmacy operator in Indonesia, which has several retail outlets in Indonesia under the "Wellings" brand name, until the end of November 2026. We do not own these retail outlets and have no control over their operations. Any cases of safety breaches or product defects or any other negative incidents in these retail outlets could adversely affect the reputation of the "Wellings" brand. Cases of safety breaches or defects in the pharmaceutical, healthcare and other related products in Malaysia, whether these relate to our products or not, may also reduce customer demand for our own products if customers view them to be symptomatic of the product category. While we have not experienced any incidents arising from such risks which have materially impacted our operations during the Financial Years Under Review and from 1 July 2026 up to the LPD, an erosion of trust and confidence in our business or our brands could reduce demand for our products, adversely affect our relationships with our business partners and adversely affect our business, results of operations and financial condition.

As we continue to expand our retail outlet network and increase our geographical reach, we may not be able to maintain the quality and consistency of our products and services across our various brands. Inconsistencies in product standards and service quality such as dispensing practices and customer experience across our retail outlets may adversely affect our customer satisfaction and brand image. There can be no assurance that we will be able to maintain the quality and consistency of our products and services offered at our retail outlets as we continue to expand our retail outlet network.

5.1.3 We may not be able to secure the financial and operational resources required to successfully expand our retail outlet network

We plan to strengthen our market leadership by expanding our retail outlet network through organic growth or by acquisitions as set out in Section 7.3.1 of this Prospectus. The expansion of our retail network requires substantial resources including financial resources, management's time, operational resources and technological infrastructure. We will also need to attract, train and retain sufficient and requisite personnel to operate new retail outlets, including pharmacists. We will also need to successfully identify and secure suitable sites for new retail outlets and obtain the funding required to renovate, fit out and operate these new retail outlets.

5. RISK FACTORS (Cont'd)

There can be no assurance that our internally generated funds will be sufficient to support our average planned capital investment allocated for opening new retail outlets of approximately RM18.0 million per year, particularly if our financial performance declines, our working capital requirements increase or the estimated costs for our planned capital investment are higher than budgeted for. We may also be required to incur additional borrowings to fund our expansion as set out in Section 7.3.1 of this Prospectus and there can be no assurance that we will be able to secure additional capital or financing on commercially acceptable terms.

Further, there can be no assurance that we will be able to secure the financial and operational resources required on commercially acceptable terms or at all to expand our retail network organically or by acquisitions. Any inability to secure the financial and operational resources on commercially acceptable terms or at all for our expansion may result in delays or disruptions in our expansion plans. Accordingly, we may not be able to expand our retail network at the same rate as we have done so in the past or at all.

5.1.4 We may not be able to maintain the profitability of our new and existing retail outlets

As we expand our retail outlet network, there is a risk that the opening of new retail outlets, regardless of brand, may result in a redistribution of sales and customer traffic among our existing retail outlets. This in turn may adversely impact our average revenue per outlet and profitability of our existing retail outlets.

Furthermore, our new retail outlets may not be profitable immediately or at all. Hence, they may adversely affect our short-term profitability until they generate sufficient revenue to cover operating expenses or until we close such retail outlets.

Our performance also depends on the location of our retail outlets. The performance of our new retail outlets will also be significantly impacted by our ability to identify and secure suitable sites with sufficient consumer traffic. Desirable locations for our retail outlets in Malaysia are generally in high demand. There can be no assurance that we will be able to secure long-term tenancies for both our existing and new retail outlets on commercially acceptable terms or at all. Additionally, evolving consumer purchasing behaviours and increasing digital adoption may adversely affect the performance of our retail outlets as consumers may increasingly shift towards online and digital channels for their purchases, driven by factors such as convenience, pricing transparency and broader product selection. Alternatively, consumers may also prefer to visit our retail outlets to physically view or inspect products but subsequently complete their purchases through our digital channels or those of our competitors, which may reduce the SSSG of our retail outlets.

The profitability and financial performance of our new and existing retail outlets also depend on our ability to adequately manage our other operational expenses and capital investment allocated to operate and grow our retail outlet network. If we are unable to effectively manage the increase in employee, depreciation, and advertising and promotion expenses, our operational expenses may increase. Our operational expenses may also increase due to reasons beyond our control such as increases in (i) rental rates; (ii) cost of goods sold; (iii) minimum wage requirements; (iv) employee expenses; and (v) utility costs and other operating overheads. In particular, we seek to staff our retail outlets with trained and knowledgeable pharmacists and employees who focus on delivering high levels of customer service. The maintenance of such service levels is a significant contributor to our expenses and cost of sales. If we were to scale back our commitment to high levels of service as a result of labour or other costs or if our customer service levels were to decline for any other reason, we may lose customers which could have a material adverse effect on our business, results of operations and financial condition.

Furthermore, as we expand our retail network in Malaysia, or if our competitors successfully expand their retail networks in Malaysia, these markets may become increasingly saturated, and we may not be able to continue to operate our existing retail outlets profitably or maintain the profitability of our existing retail outlets.

5. RISK FACTORS (Cont'd)

5.1.5 Failure to maintain or enhance the pricing of our products or our marketing efforts may adversely affect our ability to retain our existing customers and increase our customer acquisition cost

Our success depends to a significant extent on retaining our existing customers and attracting new customers and our inability to offer products at competitive prices may adversely affect our sales. Our product offerings may overlap with those sold by our competitors across their retail outlets, digital platforms or other retail channels. Such competitors may sell these products at lower prices compared to our pricing. If we are unable to continue pricing our products competitively, whether due to cost pressures, supplier pricing constraints, regulatory price controls, or the need to maintain adequate margins, our sales volumes and market share may be materially and adversely affected.

Our success also depends on our ability to establish effective advertising, marketing and promotional programmes, including pricing and promotional strategies implemented in response to competitive pressures and/or to drive demand for our products. If we are unable to maintain and increase the awareness of our brand, products and services, we may not be able to attract and retain customers. Marketing campaigns can be expensive and may not result in the cost-effective acquisition of customers. We have made, and we expect that we will continue to make, significant investments to attract new customers, including through corporate partnerships, key opinion leaders, traditional advertising, digital and social media advertising and engaging in sponsorship initiatives. For the FYE 2023, FYE 2024, FYE 2025, and FYE 2026, our advertising and promotion expenses accounted for 4.0%, 3.3%, 4.5% and 5.5% of our total operating and administration expenses respectively.

There can be no assurance that our advertising and marketing efforts will result in continued and/or increased awareness of our brand, products and services and increased sales of our products. If any of our marketing campaigns prove less successful than anticipated in attracting customers, we may not be able to recover our advertising costs and our net sales may fail to meet market expectations, either of which could have a material adverse effect on our business, results of operations and financial condition.

5.1.6 We face risks in relation to negligence, malpractice or sub-standard services of our healthcare providers

Pharmacists, doctors, dieticians and physiotherapists are important to our business operations and such healthcare providers play a critical role in ensuring that our customers receive safe and appropriate diagnosis, treatments, counselling and/or prescriptions. As a result, we are exposed to the risk of legal claims, regulatory actions and reputational damage arising from the services provided by such healthcare providers.

As at the LPD, we employ a total of 1,612 healthcare providers across our business operations, comprising pharmacists, doctors, dieticians and physiotherapists.

Any failure by our healthcare providers to exercise their duty of care, including but not limited to, failure to provide an accurate diagnosis, inappropriate, negligent or sub-standard treatment, advice or prescriptions or failure to provide adequate usage instructions, as the case may be, could result in serious consequences for our customers' health and safety. In such scenarios, we could face significant liability for the actions or omissions of our healthcare providers. Customers may pursue legal claims against us for negligence, medical malpractice or breach of duty. Even if such claims are ultimately unsuccessful, defending them can be costly and time-consuming and can also damage our reputation.

5. RISK FACTORS (Cont'd)

We also face risks in relation to professional malpractice by our pharmacists and doctors. The prescription drugs that we dispense in our retail outlets have been approved for specific medical indications. However, there can also be no assurance that our pharmacists or doctors will not prescribe such drugs for uses outside of the approved indications. There can also be no assurance that our pharmacists will not dispense such drugs without a valid prescription or under an improper dispensing process. The misuse of the pharmaceuticals we dispense could potentially harm our customers and lead to an increased risk of product liability claims against us, which could also lead to damage to our reputation.

While there have been no incidents of negligence, malpractice or professional misconduct by healthcare providers that have materially impacted our operations during the Financial Years Under Review and from 1 July 2026 up to the LPD, any negligence, malpractice or professional misconduct by healthcare providers may also result in disciplinary actions taken against them and result in them losing their licence to practise. This could also adversely affect our ability to offer our physiotherapy, tele-consultation and other healthcare-related services, and there can be no assurance that we could find qualified replacements in a timely manner on commercially reasonable terms, or at all.

Although we ensure that our healthcare providers obtain the necessary professional insurance, such professional insurance coverage may not be adequate in the future, or at all. Our business, results of operations and financial condition may be materially and adversely affected if any such claims are made against us or our medical professionals.

5.1.7 We may not be able to attract and recruit qualified pharmacists

Our ability to expand our retail network and deliver high-quality customer service depends on our ability to attract and recruit qualified and skilled pharmacists who undertake a major role in providing pharmacy services and ensuring that advice and instructions for prescription drugs are communicated to customers. The total number of pharmacists within our Group (excluding the Caring Group) increased by 27.9%, from 566 in the FYE 2023 to 724 in the FYE 2026, while the total number of pharmacists within our Group (including the Caring Group) increased by 20.4%, from 1,081 in the FYE 2023 to 1,302 in the FYE 2026. Notwithstanding this, there can be no assurance that we will continue to be able to attract and recruit qualified pharmacists. A shortage in pharmacists in Malaysia may also result in an increase in costs to attract or recruit qualified and skilled pharmacists.

Our Group generally has at least one licensed pharmacist stationed at each of our licensed pharmacies during all business operating hours, and any failure to attract, recruit or replace qualified staff and pharmacists may adversely affect our ability to expand our retail network, increase revenue or deliver high-quality customer service, which in turn may have an adverse effect on our business, results of operations and financial condition.

5.1.8 We are dependent on our Key Senior Management for our continued success and growth of our business

We are dependent on our Key Senior Management for setting our strategic business direction and managing our business. We are led by our Group Managing Director cum Group CEO, Lee Meng Chuan and our Executive Director, Lim Sin Yin, who each have more than 20 years of experience in the pharmaceutical industry. They are supported by our other experienced Key Senior Management team who have 19 years to 34 years of experience in their respective areas of expertise.

Our ability to achieve continued success and grow our business depends on the continued services of our experienced Key Senior Management and our ability to retain them. The loss of services of our Key Senior Management, our inability to recruit or train a sufficient number of experienced personnel for succession, or our inability to effectively manage attrition levels may adversely affect our business, results of operations and financial condition.

5. RISK FACTORS (Cont'd)

5.1.9 Our distribution channels and distribution centre operations may be disrupted

Our distribution channels and distribution centre operations are critical to our ability to meet customer demand and efficiently deliver our products. As at the LPD, we operate BRDC, our centralised distribution centre, and three other satellite distribution centres located in Penang, Johor and Sarawak to support our business and operations. Any disruption to the operations of our warehouses and distribution centres, including among others, accidents, fire, flooding, or any failure or malfunction of our warehouse management system, whether due to natural disasters, IT failures, labour issues, failure to maintain or renew requisite approvals or licences or other unforeseen events, could result in increased operating costs, longer lead times and an inability to effectively meet customer demand. Such disruption may also impair our ability to optimise our distribution activities, leading to excess or insufficient inventory, warehousing constraints, or fulfilment capacity shortages. Any of these events could result in a material adverse effect on our business and financial condition.

In particular, as BRDC is our primary centralised distribution centre through which a substantial amount of our retail inventory is shipped and distributed to our retail outlets across Malaysia, any operational disruption at BRDC could materially affect our ability to distribute products to a majority of our retail outlets. A prolonged disruption of our operations at BRDC could result in a material adverse impact on our business, results of operations and financial condition. While we operate three satellite distribution centres in Penang, Johor and Sarawak to partially support regional distribution, these facilities cannot independently support the distribution requirements of our retail network in the event of a disruption to our operations at BRDC. As at the LPD, approximately 31.7% of our total retail inventory was stored at BRDC.

For our retail operations, approximately 18.9% of our transportation requirements by volume are handled by our own in-house drivers and the remaining 81.1% is outsourced to multiple logistics providers as at the LPD. Any unexpected delivery difficulties faced by our fleet or third-party delivery service providers due to operational or IT failure, work stoppages, inclement weather, natural disasters, disruptions to transportation infrastructure, imposition of logistics-related regulatory measures or increases in transportation costs (such as fuel costs), could materially and adversely affect our business operations. In addition, in the event we have to change or find alternative third-party delivery service providers, we may not be able to do so on equally favourable terms or at all and we may face unanticipated increases in costs.

As we continue to grow our business, we will also need to ensure that our distribution and warehousing infrastructure can adequately support our anticipated expansion by providing sufficient scalable space and capacity. Failure to successfully grow and optimise our distribution and warehousing infrastructure and capabilities could adversely affect our ability to execute our growth strategy and, in turn, materially and adversely affect our business, results of operations and financial condition.

In addition, we will continue to invest in improving our logistics and distribution infrastructure. There can be no assurance that the costs of these investments will not exceed estimates or that the expected benefits will be fully realised. Please also refer to Section 5.1.18 of this Prospectus for details of the risks in relation to our Manufacturing Facility and distribution centres.

5. RISK FACTORS (Cont'd)**5.1.10 We may not be able to timely identify or otherwise effectively respond to changing customer preferences, and we may fail to optimise our product offering and inventory position**

The healthcare and pharmacy industry in Malaysia is subject to changing customer preferences, which are influenced by a wide range of factors, including changes in disposable income of our customers and public perception relating to the safety, quality and efficacy of products sold in our retail pharmacy outlets. For example, negative publicity regarding the safety and efficacy of specific prescription drugs or classes of prescription drugs may lead to lower consumer demand or product recalls. If there are no viable alternatives available for these products, our sales volume may decline. Our success depends on our ability to anticipate and identify customer needs and preferences and to adapt our product selection accordingly. If we fail to accurately and promptly anticipate or respond to market demand for our products or changes in customers' needs and purchasing habits, we may not be able to adjust our product offerings or inventory positions appropriately, which could significantly reduce our revenue and have a material adverse effect on our business, results of operations and financial condition.

Our product selection is managed by dedicated category managers who continuously review and optimise our product mix by considering factors such as product quality, price, customer and industry feedback. We also utilise data analytics to improve our product curation and execute targeted marketing and customer engagement activities to promote customer loyalty and increase our average transaction value and overall transaction count. However, there can be no assurance that our product selection processes will always be able to accurately anticipate the changing customer demand in a timely manner, or that new products introduced will be well-received by our customers.

We carry a broad selection of products and maintain significant inventory levels to ensure continuous supply to our retail outlets. During the FYE 2026, we sold a total of approximately 25,000 active SKUs across our retail outlet network including pharmaceutical and healthcare products which may have a finite shelf life and may be substituted by alternative products. We may not be able to move our products efficiently, leading to provisions being made for slow-moving products in our inventory or inventory that may become obsolete, outdated, expired or otherwise unsellable or unusable and further provisions may have to be made for such products. For our own-brand products, we may not be able to return unsold inventory to third-party manufacturers, and may incur inventory write-downs, product expirations and increases in inventory holding costs. For the Financial Years Under Review, our inventory, inventory turnover and inventory write-downs were as follows:

	FYE 2023	FYE 2024	FYE 2025	FYE 2026
Inventory as at the end of financial year (RM'000)	286,696	508,787	697,903	911,806
Inventory turnover (days)	103	85	86	104
Inventory write-downs (RM'000)	357	380	2,260	6,683
Inventories written off (RM'000)	-	120	1,570	532

Please refer to Section 12.3.3 (iii) of this Prospectus for the commentaries of our inventory turnover.

Further, we may also incur additional costs associated with the safe disposal of unused or expired medicines.

Maintaining an optimal level of inventory is critical to the success of our business. Higher or excessive levels of inventory may increase our inventory holding costs and require us to offer discounts or conduct promotional activities to clear slow-moving inventory. Conversely, if we underestimate customer demand or if our suppliers fail to provide products to us in a timely manner, we may experience inventory shortages which may, in turn, result in a delay in servicing consumer orders, which could have a negative impact on our customer experience and may result in loss of sales.

5. RISK FACTORS (Cont'd)

In addition, our supply chain may be adversely affected by geopolitical tensions, political crises, or war in regions that are critical to global trade routes or pharmaceutical manufacturing hubs. Such events may disrupt the production, export or transportation of pharmaceutical products and medical supplies, resulting in shipping delays, increased freight and insurance costs, and/or reduced availability of certain products. Any such disruptions may affect our ability to procure sufficient inventory in a timely manner, which may in turn lead to stock shortages and impair our ability to meet customer demand. Prolonged or severe disruptions to our supply chain may therefore have a material adverse effect on our business, results of operations and financial condition. From time to time, extraordinary events or crises may significantly alter consumers' spending habits, preferences and needs, resulting in sudden or heightened demand for certain products such as medicines and healthcare-related items. Any inability to respond effectively to such shifts in demand whether due to supply constraints or other factors may have a material adverse effect on our business, results of operations and financial condition.

5.1.11 We rely on technology and computer software and hardware systems in our business operations

We are dependent upon our integrated information management system that supports our point of sales system, supply chain management system, warehouse management system as well as finance and control system to monitor the daily operations of, among others, our retail outlets and inventory levels and to maintain accurate and up-to-date operating and financial data for compilation of management information. In addition, we rely on an underlying network infrastructure which supports these systems, including servers, data centres, network devices and communication lines. BRDC also integrates IT systems and automation technology to optimise our inventory management and distribution processes for our retail operations.

Our systems are subject to damage or interruption from computer and telecommunications failures, computer viruses, security breaches, catastrophic events and human error. If any of our systems are damaged, malfunction or otherwise become unavailable, we may incur substantial costs to repair or replace them and may experience loss or corruption of critical data. Any significant failure or security compromise of our systems could result in disruptions to our e-commerce platforms and the management and fulfilment of orders from our distribution centres. Further, general business interruptions, and any network outage or slowdown could disrupt communications among our systems and retail outlets, distribution centres and headquarters, which may result in delays in order processing and inventory management. While there have been no instances of damage, interruption, failure or breaches of our technology and computer software and hardware systems that have materially impacted our operations during the Financial Years Under Review and from 1 July 2026 up to the LPD, any of the foregoing events could materially and adversely affect our business, results of operations and financial condition.

If the capacity of our technology and computer software and hardware systems fail to keep pace with the growing needs of our expanding operations, our ability to grow the business may be constrained. As our retail operations expand in terms of SKUs, membership accounts and outlets, our warehouse management and point-of-sale systems may be unable to scale effectively, resulting in slower transaction processing, delayed or inaccurate inventory replenishment, and stockouts or overstocking. Our expansion also increases logistics complexity, and our current infrastructure (including autonomous mobile robots, carton transfer units and planned smart replenishment system) may not scale proportionately with our growth. This could result in delays in order fulfilment, inefficient route planning and longer replenishment cycles, affecting product availability and timely delivery. While we continuously assess the adequacy and scalability of our technology infrastructure and business systems, and undertake ongoing efforts to enhance our technology capabilities to support near-term expansion, there can be no assurance that our current IT infrastructure will continue to be sufficient to meet the requirements of our future expansion plans at the desired pace or at all.

5. RISK FACTORS (Cont'd)

Any failure of our IT systems to keep pace with our growing operational needs could constrain our ability to execute our growth strategy and may have a material adverse effect on our business, results of operations and financial condition. In addition, we may be required to make significant additional investments in our IT infrastructure to ensure it can support our future growth, which could negatively impact our financial performance.

Furthermore, if and when we undertake acquisitions to grow our business, we face risks in relation to the integration of our IT systems with the systems of such businesses and any failure to integrate and interface the IT systems may require us to incur significant costs to replace or upgrade the systems of such acquired companies or businesses.

We also rely on third-party service providers and operating systems for some of our IT functions, such as point-of-sales, warehouse, customer relationship management and network management systems. If any such third-party service provider or operating system stops providing us with access to their platform or infrastructure, fails to provide reliable access, ceases operations, modifies or introduces new systems or otherwise terminates services, the delay caused by switching to other service providers or operating systems could be time consuming, costly and could materially and adversely affect our business, results of operations and financial condition.

There have been no constraints on our ability to expand our existing IT systems or difficulties in integrating our IT systems with those of the acquired businesses that have materially impacted our operations. In addition, during the Financial Years Under Review and from 1 July 2026 up to the LPD, none of our service providers has ceased to provide access to their platforms or infrastructure, failed to provide reliable access, or terminated services in a manner that has materially disrupted our operations.

5.1.12 We may not be able to secure tenancies at suitable locations, maintain or renew existing tenancies on commercially favourable terms or at all

The performance of our retail outlets depends on our ability to secure suitable locations of such retail outlet. Notwithstanding that our business development team adopts a data-driven site selection approach for our retail outlets taking into consideration market analytics, demographic insights and competitive mapping to identify these locations, there can be no certainty that the selected locations will achieve the expected footfall, sales performance or long-term profitability. Further, where we have identified a favourable site for the opening of our new retail outlet, there can be no certainty that we will be able to secure a tenancy on commercially acceptable terms or at all. If we are unable to identify suitable locations for our new retail outlets, our business, results of operations and financial condition may be materially and adversely affected.

Further, almost all of our retail outlets operate on tenanted properties. As at the LPD, 654 out of our 668 retail outlets are operated on tenanted properties. Of these, 186 tenanted retail outlets are subject to tenancy agreements that will expire or be up for renewal within 12 months from the LPD, of which 119 retail outlets have tenancy agreements with options for renewal of up to two further terms of three years each. We generally enter into tenancies for our retail outlets for an initial term of three years with an option for us to extend for two subsequent terms of up to three years each. Our three satellite distribution centres located in Johor, Penang and Sarawak are also operated on tenanted properties. Each tenancy is entered into for an initial term of three years, with options to renew for up to one or two further terms, each of which may be for a period of up to two or three years.

As at the LPD, our Group's tenanted properties comprise premises leased from both related parties and independent third parties. For the Financial Years Under Review, the aggregate rental payments per annum made by our Group to such related parties were immaterial to our Group. For the avoidance of doubt, all the tenancy arrangements with our related parties were entered into on an arm's length basis and on normal commercial terms which are not unfavourable to our Group.

5. RISK FACTORS (Cont'd)

If the tenancy agreements for our retail outlets and/or distribution centres are terminated, or if we are unable to renew such tenancy agreements on commercially acceptable terms or at all, we may incur higher rental expenses which could impact our operating margins. Furthermore, if we are required to relocate a substantial number of our retail outlets due to the non-renewal or termination of the tenancy agreements of these outlets, we may experience loss of sales during the relocation period and incur additional renovation, fit-out and setup costs for the new outlets, which in aggregate could have a material adverse effect on our business, results of operations and financial condition.

5.1.13 Our properties and our use of these properties are subject to various land use, licensing and compliance certification requirements, and failure to adequately address any non-compliance may result in our inability to use these properties

We are required to maintain and regularly renew various licences, approvals and permits for our occupation and use of our properties, including our tenanted properties. Each of our retail outlets and distribution centres is required to comply with regulations relating to the operation of a business on site, occupancy and land use rights. Additionally, prior to carrying out any development or construction work, we are required to obtain planning permission and building plan approvals from the relevant local authorities. Subsequently, we are also required to obtain a CCC for the buildings we occupy as official recognition that these buildings have been completed, are in compliance with the statutory requirements on health and safety, are connected to all essential utilities services and are fit for occupation. Failure to obtain the requisite licences and certification affects our ability to operate at our retail outlets and distribution centres, which results in us having to relocate such retail outlets or distribution centres and may also subject us to other penalties or fines.

As at the LPD, we have not obtained the required permits and licences for some of our properties. Save as disclosed in Section 7.15 of this Prospectus, we have not been penalised for non-compliances with the requirements applicable to our properties during the Financial Years Under Review. While we have undertaken the necessary steps towards rectifying such non-compliances, there can be no assurance that we will be able to obtain the relevant permits and licences in time or at all.

Please also refer to Section 7.15 of this Prospectus for details on the relevant non-compliances and rectification actions taken.

5.1.14 We are dependent on our suppliers and Brand Principals for the supply of our products

We rely on our suppliers and Brand Principals for the supply of products to us. In particular, we obtain a large proportion of our products from two major suppliers, (i) Zuellig Pharma Sdn Bhd and its group of companies; and (ii) DKSH Malaysia Sdn Bhd and its group of companies, which accounted for 55.9%, 54.9%, 55.7% and 57.3% of our total purchases for the FYE 2023, the FYE 2024, the FYE 2025, and the FYE 2026 respectively. If our suppliers or Brand Principals face shipping and port disruptions or supply shortages or for any reason fail to deliver sufficient quantities of products to meet our needs in a timely manner, this could have a material adverse effect on our business, results of operations and financial condition.

Our profit margins and results of operations are dependent on our relationship and continued collaboration with our suppliers and Brand Principals. There can be no assurance that we will be able to continue to maintain a good relationship with such suppliers or Brand Principals or maintain our collaboration with them on terms acceptable to us. If our suppliers or Brand Principals were to terminate or materially alter their arrangements with us, we may not be able to find suitable alternative suppliers or Brand Principals for the supply of these products at reasonable prices, on commercially acceptable terms or at all.

5. RISK FACTORS (Cont'd)

In addition, any deterioration in the quality of products supplied by our suppliers or Brand Principals may adversely affect our reputation and sales. If the products supplied to us fail to meet applicable quality standards or are found to contain harmful, prohibited or sub-standard ingredients or components, our customers may suffer harm, which could result in product liability claims, product recalls, regulatory action and reputational damage. Even if any such quality deterioration is solely attributable to our suppliers or Brand Principals, there can be no assurance that we will be able to recover all resulting losses from such parties, and our reputation and brand image may still be significantly impacted. Please refer to Section 5.1.1 of this Prospectus for further details on the risks relating to product liability and personal injury claims, criminal charges, regulatory penalties and product recalls.

As at the LPD, we have not encountered any material disputes with or supply shortages from our major suppliers and Brand Principals, but there can be no assurance that we will be able to continue to maintain such relationships with them.

5.1.15 Acquisitions that we have made or may make in the future could require significant resources, may be unsuccessful and could expose us to unforeseen liabilities

Our acquisitions of independent pharmacies and other complementary businesses, namely the Caring Acquisition, the Yanling Acquisition, the Medispec Acquisition and the Your Physio Acquisition, have been instrumental to our growth. Acquisitions remain an important part of our growth strategy and we may in the future continue to acquire independent pharmacies or other complementary businesses to expand our business. At any particular time, we may be in various stages of assessment, discussion and negotiation with regard to one or more potential acquisitions or mergers, which may or may not materialise.

Any future acquisitions may involve significant cash expenditure, debt incurrence, operating losses, amortisation of certain intangible assets of acquired companies and expenses that could have a material adverse effect on our financial condition. Acquisitions involve numerous risks and uncertainties, including, without limitation:

- difficulties integrating acquired operations, personnel and IT systems, or in realising projected efficiencies and cost savings;
- failure to operate acquired facilities profitably or to achieve improvements in their financial performance;
- diversion of management's time from existing operations;
- potential loss of key employees or customers of acquired companies;
- inaccurate assessment of assets and liabilities and exposure to undisclosed or unforeseen liabilities of acquired companies, including liabilities for failure to comply with applicable laws and regulations;
- increase in our indebtedness; and
- where the acquired assets or companies are outside of Malaysia, exposure to foreign currency fluctuations, and changes in such jurisdiction's political, economic, and regulatory environments including foreign investment, the repatriation of capital, remittance of profit and taxation regimes.

5. RISK FACTORS (Cont'd)

For example, we entered into the YMS SPA for our acquisition of YMS, a Singapore-based wholesaler and retailer of medical goods. Upon completion of the YMS Acquisition, we will be exposed to Singapore's political, economic and regulatory environment and any adverse changes to them may adversely affect our business, results of operations and financial condition. As we have no prior operating history in Singapore, we may also face challenges in managing YMS' operations in a different jurisdiction, adapting to local market conditions, attracting and retaining qualified personnel in Singapore, and maintaining relationships with YMS' stakeholders. There can be no assurance that we will successfully integrate YMS into our Group or realise the expected benefits of the YMS Acquisition. Any failure to do so may materially and adversely affect our business, results of operations and financial condition. Please refer to Sections 7.3.1 and 15.5 of this Prospectus for further details on the YMS Acquisition, and the repatriation of capital, remittance of profit and taxation in Singapore respectively.

In addition, as at 30 June 2026, we were in a net current liability position of RM423.2 million, primarily attributable to (i) the classification of the acquisition facility drawn down to fund the Caring Acquisition and Medispec Acquisition as current borrowings; and (ii) increase in other payables arising from the initial recognition of the contingent consideration relating to the option granted by Yanling Assets to the remaining shareholders of Yanling Holdings to sell all of their shares in Yanling Holdings within 12 months from the FYE 2026. While we are able to refinance certain short-term liabilities with long-term loans to improve our net current asset position, there can be no assurance that similar refinancing arrangements will be available on acceptable terms in the future, which may result in us being in a net current liability position again. Please refer to Section 12.3.3 (iv) of this Prospectus for more details on our net current liability position as at 30 June 2026.

5.1.16 We may not be able to successfully implement our business strategies and future plans, and manage our growth

Our ability to implement our business strategies is subject to various risks, such as our ability to grow our market share, expand our retail network and improve our operational efficiency and capability to serve a larger market. We also need to continuously enhance and upgrade our infrastructure and technology, improve control over our operational, financial and management aspects, strengthen our supplier and retail network management, refine our reporting systems and procedures and expand, train and manage our growing employee base.

Our future growth also depends on our ability to penetrate and broaden our customer and retailer bases, including by increasing the number of our retail outlets, entering into partnerships and agreements with healthcare institutions, insurance companies and other government agencies or corporate organisations, enhancing our systems to adequately support our growth and maintaining good relationships with our suppliers, Brand Principals, employees and customers. We have expanded our business operations beyond the retail of pharmaceutical and healthcare products and may continue to expand our business operations and product and service offerings in future. Such initiatives may require our management to develop expertise in new areas, manage new business relationships and attract new types of customers. Furthermore, such initiatives may require significant attention from our management, and the diversion of our management's attention and resources may adversely affect our ability to manage our business, results of operations and financial condition. We may also be exposed to additional compliance risks related to any such new business operations or new product or service offerings.

In addition, we have incorporated a subsidiary to establish a mental health clinic business. As this business remains in its set-up phase, there can be no assurance that it will be successfully established and operated.

5. RISK FACTORS (Cont'd)

5.1.17 The supply of our raw materials for our manufacturing business may be disrupted

We also rely on third-party suppliers for raw materials and packing components for our manufacturing operations. We order such raw materials in quantities adequate to facilitate our day-to-day intended manufacturing volume. As such, we are dependent on the consistent supply of raw materials which meet our quality requirements. There can be no assurance that these suppliers will continue to or be able to supply their products in the quantities and timeframes required by us. A supplier's inability to supply a raw material or packaging component for any reason, a disruption or interruption in the supply chain, the loss of our material suppliers or any global shortages of raw materials would affect our ability to manufacture, sell and deliver our products and could increase our costs and affect our business, results of operations and financial condition. We have, in the past, encountered occasional supply shortages due to, among other reasons, shipment delays and regulatory changes. For example, in October 2025, the Department of Islamic Development Malaysia (Jabatan Kemajuan Islam Malaysia) implemented additional deoxyribonucleic acid (DNA) testing requirements for all animal-derived ingredients, which extended supply lead times for these raw materials.

There can be no assurance that we will be able to maintain our relationships with our suppliers or obtain raw materials on similar or favourable terms in the future. The loss of one or more raw material suppliers or the inability to source raw materials at competitive prices or in a timely manner, could have a material adverse effect on our business, results of operations and financial condition.

5.1.18 Our Manufacturing Facility, BRDC and other distribution centres are vulnerable to operational risks and other events that may materially disrupt our business

We are exposed to certain risks in relation to our Manufacturing Facility and distribution centres, including industrial accidents, fires, burglary, malicious damage, labour strikes and other labour or industrial disputes, interruptions to logistics, disruptions to our water supply, power supply, information and/or other systems, problems or breakdowns of our machinery or equipment, licensing requirements and other regulatory or government issues, environmental actions, as well as natural disasters, extreme weather conditions, disease outbreaks or pandemics, acts of terrorism and other external factors over which we have no control and which may not be fully covered by insurance. Any accident may expose us to risks related to the total or partial loss of our Manufacturing Facility and distribution centres, depending on the severity of such accidents.

While we have implemented various precautionary measures at our Manufacturing Facility and distribution centres, including installing firefighting equipment, fire safety systems, backup water supply, temperature and humidity monitoring systems and closed-circuit television surveillance systems, there can be no guarantee that such measures will be effective in minimising or eliminating such operational disruptions and potential loss and damages. In addition, in the event of any machinery and equipment breakdown, operations at our Manufacturing Facility and distribution centres may be interrupted, causing production downtime and delay in the delivery of products to our customers. We may also incur additional costs to repair or replace the affected machinery, equipment and inventory, and may not be able to address such problems or obtain replacements in a timely manner. During the Financial Years Under Review and from 1 July 2026 up to the LPD, we have not experienced any incidents (including any incidents of theft) which have materially and adversely affected the operations of our Manufacturing Facility (since the Yanling Acquisition) and distribution centres as well as our business, results of operations and financial condition.

5. RISK FACTORS (Cont'd)

5.1.19 We may not be able to adequately protect our intellectual property rights and may be required to defend against charges or claims of infringement of intellectual property or other proprietary rights of third parties

Our trademarks are central to the value of our brands and products, including our own-brand products. As at the LPD, we have 22 registered material trademarks and five material trademarks that are pending registration ("**Unregistered Trademarks**"). Please refer to Annexure C of this Prospectus for further details. Out of the Unregistered Trademarks, we are only subject to intellectual property risks relating to the unregistered trademarks of "Ting Pharmacy", which are immaterial and contributed to 1.6% of our total revenue for the FYE 2026. The other remaining unregistered trademarks are for promotional and marketing purposes only as opposed to a retail / product brand.

Our key trademarks that are central to the value of our business include those associated with our retail pharmacy brands, primarily "BIG Pharmacy" (42.4%), "CARING Pharmacy" (29.5%), "Georgetown Pharmacy" (7.8%) and "Wellings Pharmacy" (6.3%), which collectively accounted for 86.0% of our total revenue for the FYE 2026. The process of registering a trademark involves the submission of a duly completed application to MyIPO. Such applications are subject to formal and substantive examination by MyIPO. Thereafter, the trademarks are published and open to opposition prior to registration. Barring any unforeseen circumstances, the timeframe for completing the registration of an unregistered trademark, assuming no objections are raised and no opposition is filed, is estimated to be up to 12 months from the submission of the application. Any objection or opposition to an application for registration may result in a delay in registration by several years.

As at the LPD, out of the Unregistered Trademarks, four trademark applications have been objected to and are currently subject to appeal or hearing. While we are in the process of appealing against the decisions issued by MyIPO, there can be no assurance that such appeals will be successful. Accordingly, there can be no assurance that the registration of the Unregistered Trademarks will be completed within the expected timeframe or that registration will ultimately be obtained.

If we are unable to protect our rights, including the use of our trademarks, third parties may, in the future, counterfeit our brands, infringe our intellectual property rights or challenge the validity of our intellectual property. We may not always be able to obtain adequate protection for, or effectively prevent infringement of, our intellectual property. Any actions taken to protect our intellectual property rights may also be costly, and there can be no assurance that such measures will be successful or that we will pursue such measures in all cases.

Due to the large number and wide range of products and services that we offer, there can be no assurance that our operations, products or any aspects of our business do not or will not infringe upon patents, copyrights or other intellectual property rights held by third parties. In particular, our exclusive products and second-brand products may bear similarities to other established brands and may be susceptible to intellectual property infringement claims. Furthermore, we procure our products from a variety of suppliers, including through authorised or licensed distributors and manufacturers as well as directly from Brand Principals. We rely on our suppliers and Brand Principals to ensure that products supplied to us do not infringe third-party intellectual property rights. All imported products are sourced through Malaysian-based distributors authorised by the NPRA and we do not have any parallel import products. However, even where any such infringement may be attributable to the acts or omissions of our suppliers, Brand Principals or any other third parties, we may nevertheless be subject to claims and adverse publicity.

5. RISK FACTORS (Cont'd)

For example, on 4 March 2026, we received a claim from a third-party brand owner alleging that the packaging and overall appearance of our own-brand products were similar to a third-party's product and infringed its intellectual property rights. The claim was resolved amicably, without any admission of liability, by us agreeing to discontinue the affected product, cease its manufacture, procurement, sale and distribution, and revise our packaging. The revenue contribution of the affected own-brand products is immaterial to our Group for the FYE 2026. As such, cessation of the sale of said own-brand products did not have any material impact on our business, results of operations or financial condition. Save for this claim, we have not ceased or suspended procurement from any suppliers or manufacturers due to product authenticity or intellectual property infringement issues. However, there can be no assurance that similar claims or issues will not arise in the future, and any such claims may result in additional costs, operational disruptions, or reputational harm to our Group. Our Group procures products from suppliers and Brand Principals under certain agreements that include warranty provisions, pursuant to which the suppliers and Brand Principals warrant, inter alia, that the products supplied comply with all applicable laws and regulations, do not infringe any third-party intellectual property rights, and that they possess all requisite consents and licences to supply such products. Our Group has also obtained letters of confirmation from certain suppliers confirming that the products supplied are in compliance with applicable laws and regulations.

If our operations, products or any aspects of our business are found to have infringed upon third-party rights, we may be subject to liabilities, including damages or settlement costs or be prohibited from using such intellectual property. We may also be required to obtain licences, incur additional costs to develop alternative products, or cease the sale of certain products. In addition, we may incur significant legal and other expenses and be required to divert management time and resources to defend against such claims, regardless of their merits. While there have been no such incidents of infringements upon third-party rights which have materially impacted our operations during the Financial Years Under Review and from 1 July 2026 up to the LPD, any successful infringement or licensing claims made against us could result in significant financial liabilities and may materially and adversely affect our business, results of operations and financial condition.

5.1.20 Our operations may be restricted by current and future debt covenants and conditions, and our failure to comply could result in acceleration of debt repayment

Under the terms of our bank loans and under any debt financing arrangement that we may enter into in the future, we are, and may in the future be, subject to certain covenants and conditions. If we breach any of these covenants or conditions, our lenders will be entitled to accelerate our debt obligations. Any default under our debt obligations could result in us having to repay these debts prior to maturity as well as limit our ability to obtain additional financing, which in turn may have a material adverse effect on our cash flow and liquidity. In addition, our loan agreements with certain banks also contain cross-default clauses which state that if we breach the provisions of another loan agreement, we will also be in breach of the first loan agreement. If any cross-default occurs, such banks are entitled under these agreements to accelerate the repayment of all or part of the relevant loans and to recover against the security for such indebtedness.

Furthermore, our loan repayment plan may be accelerated if our lenders conclude that we are at risk of not being able to repay our indebtedness. If our loan repayment is accelerated or if we default on our repayments, it may be difficult for us to refinance our debt or obtain additional financing. Having significant leverage could have important consequences for our business, results of operations and financial condition, such as making it more difficult for us to satisfy our obligations under our financing arrangements, requiring us to dedicate a substantial portion of our cash flow from operations to repay our debt, or negatively impacting our creditworthiness, which could limit our ability to borrow additional funds on commercially acceptable terms.

Our ability to grow our business and maintain our market share is also dependent on our ability to raise additional funds to implement our business strategies or to refinance our existing debt or for our working capital. There can also be no assurance that we will be able to secure additional financing on terms as favourable as existing instruments or at all. Any failure to do so may materially and adversely affect our liquidity, expansion plans, or ability to refinance existing obligations.

5. RISK FACTORS (Cont'd)

5.1.21 Failure to deal effectively with fraudulent conduct would materially and adversely affect our business, results of operations and financial condition

We may be exposed to fraud or other misconduct committed by our business partners, employees, pharmacists, doctors or other third parties that could affect our reputation and subject us to litigation, financial losses and sanctions imposed by governmental authorities. Such misconduct could include improperly using or disclosing sensitive information, engaging in improper activities such as offering bribes to, or receiving bribes from, counterparties in return for any type of benefit or gain, or engaging in misrepresentation or fraudulent, deceptive or otherwise improper activities. We may also be exposed to fraud performed by our customers or users of our pharmacy services. For example, our customers may provide false information or forged medical records to our doctors or our pharmacists to obtain prescriptions or drugs to which they are not entitled. While there have been no incidents of fraud or misconduct which have materially impacted our operations during the Financial Years Under Review and from 1 July 2026 up to the LPD, such fictitious transactions and fraudulent conduct may subject us to lawsuits, regulatory investigations, fines and penalties against us.

5.1.22 We may be subject to legal proceedings, regulatory disputes and governmental inquiries

We may, from time to time, be subject to claims, lawsuits, government investigations and other proceedings in relation to product, injury, health, safety, data protection or operational concerns, nuisance, negligence or failure to comply with applicable laws and regulations, including consumer protection legislation.

Litigation and regulatory proceedings that we could face may be protracted and expensive, and the results are difficult to predict. Certain of these matters may include speculative claims for substantial or indeterminate amounts of damages and include claims for injunctive relief. Additionally, our brand name and reputation may be affected regardless of the outcome of such proceedings, and our litigation costs could be significant. For example, a former employee of our Group has alleged that she was constructively dismissed by our subsidiary, and as at the LPD, the matter remains at a preliminary stage. Although we do not currently expect this matter to have a material adverse impact on our business, results of operations and financial condition, there is no assurance that an adverse outcome will not require us to pay compensation, damages and legal costs, divert management's attention, or affect our reputation as an employer.

During the Financial Years Under Review and from 1 July 2026 up to the LPD, there has not been any such legal proceedings, regulatory disputes and governmental inquiries which have materially impacted our business, results of operations and financial condition. Nevertheless, adverse outcomes with respect to litigation or any of these legal proceedings may result in significant settlement costs or judgments, penalties and fines or require us to modify our products or technologies, make products unavailable or require us to stop offering certain products or services.

5.1.23 We face risks related to the unauthorised disclosure of confidential information and compliance with privacy laws

We store highly confidential information on our IT systems, including personal data, financial information and other types of information related to our business, products and customers. We also collect and process a considerable volume of information which may be considered, in certain jurisdictions, to be sensitive personal data and which is subject to legal regulations. As such, we must ensure that any processing, collection, use, storage, dissemination, transfer and disposal of data for which we are responsible, complies with relevant data protection and privacy laws in each jurisdiction, including the Personal Data Protection Act 2010 and Personal Data Protection (Amendment) Act 2024 in Malaysia.

5. RISK FACTORS (Cont'd)

While there have been no such compromises or breaches of data security that have materially impacted our operations during the Financial Years Under Review and from 1 July 2026 up to the LPD, any compromise or breach of our data security, which results in confidential information being accessed, damaged or used by unauthorised or improper persons, or misuse of such data, could result in a violation of applicable privacy and other laws, claims from our customers, legal and financial exposure, damage to our reputation and a loss of confidence in our security measures, which could harm our business and reputation. A security breach could also require that we expend significant resources on our IT systems and infrastructure, and could distract management and other key personnel from performing their primary operational duties.

5.1.24 Our insurance coverage may be inadequate

We have obtained or caused relevant counterparties to obtain insurance to cover certain potential risks and liabilities, such as product liability insurance and professional liability insurance for our doctors.

While we maintain insurance policies to cover a variety of risks that are relevant to our business needs and operations, there can be no assurance that any insurance proceeds we receive would be sufficient to cover expenses relating to insured losses or liabilities and all future claims made by us will be accepted and paid out in full. There can also be no assurance that we will be able to comply with all policy terms and conditions as well as continue to observe all warranties at all times.

In addition, our insurance policies are subject to periodic renewal, which may involve changes in the insurance premium, terms and policy limits. If there is a significant increase in our insurance premium, we may incur higher costs to renew our insurance policies. There can also be no assurance that such insurance policies will continue to be available to us based on acceptable terms and costs.

5.2 RISKS RELATING TO THE INDUSTRY IN WHICH WE OPERATE

5.2.1 We face competition within the healthcare and pharmaceutical industry in Malaysia

We face competition from other independent retail pharmacies and organised chains, as well as from general merchandise stores, mini-markets, supermarkets, or hypermarkets and specialised health food and supplement stores that carry a similar range of related products. In addition, we also face competition from other healthcare institutions with their in-house dispensaries.

We compete with our competitors in a variety of aspects including market experience, brand recognition, product variety, store location, cost efficiencies and financial, sales, marketing and technological resources. While we are Malaysia's leading organised chain, ranked highest by revenue, number of licensed pharmacies, and number of licensed pharmacists according to the IMR, our nearest competitor (i) operates 312 licensed pharmacies, with a 7.8% market share by outlet count; and (ii) 5.4% estimated market share by revenue in 2025. In addition, further market concentration of the healthcare and pharmaceutical industry in Malaysia may result in more competition for us and a decline in our relative market position. According to the IMR, the retail pharmacy market share by outlet count of organised chains increased from approximately 40.5% as at December 2021 to 51.8% as at the LPD, reflecting the accelerated expansion of organised chains relative to independent pharmacies. Our competitors may operate different business models, have different cost structures or participate selectively in different industry segments which may ultimately prove to be more successful or more adaptable to customer demand and new regulatory, technological and other developments. Some of our competitors may also be willing to reduce prices and accept lower profit margins to compete with us. As a result of this competition, we could lose market share and sales or be forced to reduce our prices to remain competitive. Any price competition from time to time may result in reduced average selling prices and profit margins, which could adversely affect our business, results of operations and financial condition.

5. RISK FACTORS (Cont'd)

In addition, we face competition from domestic and foreign online retailers who sell and market their products through their own websites or e-commerce platforms in Malaysia. These online retailers may offer a more convenient customer journey and competitive pricing for pharmaceutical, healthcare and beauty products, which may enable them to convert customers to purchase online instead of purchasing from our retail outlets. Customers may also purchase healthcare and beauty products directly from overseas sellers through cross-border e-commerce platforms if we do not carry such products in our retail outlets or E-Stores. There can be no assurance that our omni-channel retail platform will enable us to compete effectively with domestic and foreign online retailers which may adversely affect our business, results of operations and financial condition.

There can be no assurance that we will be able to compete successfully with our current and future competitors, and failure to do so would have an adverse effect on our business, results of operations and financial condition.

5.2.2 Our business is subject to governmental regulations and approvals, and we are subject to changes in laws, regulations or government policy

We are required to obtain and comply with various permits, licences, certificates, consents and other approvals from governmental authorities for our business operations. In particular, to operate a retail outlet in Malaysia, we and our pharmacists are required to obtain certain licences from the relevant Malaysian governmental authorities, among others, a business and signboard licence, certificate of registration of body corporate, certificate of registration of pharmacist, an annual certificate for body corporate, an annual retention certificate for pharmacists and a Type A licence issued to a licensed pharmacist. We are also subject to product registration, certification and regulatory requirements for some of the products that we sell at our retail outlets. For example, we are required to register the medical products and medical devices that we sell at our retail outlets under the Control of Drugs and Cosmetics Regulations 1984 and the Medical Device Act 2012, respectively.

In addition to pharmaceutical products and medical devices, our retail outlets also sell healthcare, beauty, general merchandise and other related products. We are required to obtain the relevant approvals and permits for the sale of rice and pet food at our retail outlets.

The relevant laws and regulations governing our Group which are material to our operations are summarised in Section 7.14 of this Prospectus, and details of the major approvals, licences, permits and registrations obtained by our Group for our business operations as at the LPD are set out in Annexure A of this Prospectus. These licences, permits and certifications are subject to periodic renewal and/or reassessment by the relevant authorities and the standards of such renewal or reassessment may change periodically.

There can be no assurance that we, our pharmacists, doctors or any other medical professionals will be able to fulfil the conditions necessary to obtain, maintain or renew the required governmental approvals or that we will be able to adapt to and comply with the new laws, regulations or policies that may come into effect from time to time with respect to our operations. Additionally, there may be delays on the part of the relevant administrative bodies in reviewing our applications and granting approvals. Any failure by us to renew, obtain or comply with the requisite permits, licences, certificates, consents or other approvals, or failure by us to properly manage the licensing or registration of our pharmacists and doctors may subject us to administrative penalties, fines, or the revocation of our licences, or the licences of our pharmacists and doctors. This may also affect our ability to operate certain retail outlets or offer certain services and may materially and adversely affect our business, results of operations and financial condition.

For example, we undertake blood-screening activities at certain of our retail outlets via health screening booths in reliance of exemptions provided for under the Private Healthcare Facilities and Services Act 1998. Any heightened regulatory oversight or stricter enforcement of applicable requirements may require us to modify, restrict or discontinue such services, incur additional compliance costs or face regulatory action, penalties or restrictions on our operations in the event that we are unable to comply with the applicable requirements.

5. RISK FACTORS (Cont'd)

We endeavour to keep abreast of and comply with applicable directives and regulatory requirements, however, any differing or evolving interpretation of such directives and requirements by governmental authorities, or any change in their standards in considering whether to renew or reassess our business licences, permits and certifications, as well as any enactment of new regulations that may restrict the conduct of our business, may also materially and adversely affect our business, results of operations and financial condition.

Many of our products are also subject to regulations relating to the manufacture, import, marketing, distribution and wholesale of such products. Any delays in obtaining or renewing the necessary approvals may cause interruptions in respect of the import and sale of these products, and any breach of the relevant regulations or conditions related to the relevant approvals may result in fines or other penalties.

Changes in laws, regulations or government policy (including in relation to taxation) could also materially and adversely affect our business, results of operations and financial condition. For example, from 1 March 2024, the rate of sales and service tax on most taxable services in Malaysia was increased from 6.0% to 8.0%. Any such changes may result in an increase in competitive intensity, increase in the costs of operations and reductions in prices or changes in price structures, which may result in a material adverse effect on our business, results of operations and financial condition.

In addition, the MOH, Ministry of Finance Malaysia and Bank Negara Malaysia introduced a standardised base medical and health insurance / takaful plan to provide a standard platform for the phased implementation of a Diagnosis-Related Group (“**DRG**”) payment system intended to replace the fee-for-service payment model currently adopted by hospitals, with the aim of controlling rising healthcare costs. Under the DRG system, hospitals would be reimbursed based on a predetermined payment amount for each patient's case, subject to certain adjustments. As at the LPD, the nationwide implementation of the DRG payment system has been delayed from mid-2025 to 2027 pending the finalisation of supporting hospital information systems, cost models and pilot testing. The DRG payment system is expected to apply only to private hospital operators and does not apply to the retail pharmacy industry. Nevertheless, we distribute certain products to hospitals, which are typically sold by hospital operators to patients at a mark-up. If the DRG payment system is implemented nationwide, hospital operators may seek to negotiate for lower product costs to protect their margins, which may affect the profitability of such products if we are not able to maintain our margins on such products. There can be no assurance that the government will not extend the DRG payment system, or introduce other pricing reforms, controls or interventions, that may impact the retail pharmacy industry in the future. Accordingly, the enactment of any such regulations may have a material adverse effect on our business, results of operations and financial condition.

5.2.3 We are subject to general economic conditions and consumer spending in Malaysia, as well as inflationary pressures and rising costs

Our business, results of operations and financial condition depend on Malaysian consumer spending and the general state of the Malaysian economy, and may be adversely affected by overall political, economic and social conditions and developments in Malaysia and globally, some of which are beyond our control. Such developments include any changes in laws, government regulations and policies (such as price controls, interest rate adjustments, currency trading band adjustments, taxation laws and exchange rate controls) and political leadership, as well as any uncertainty in the implementation of economic or legal reform, changes in labour conditions (including changes in regulations relating to minimum wage), nationalisation of assets and political disturbance or unrest which may cause decreased economic activity in Malaysia.

For example, the proposed increase in the minimum wage under Malaysia's Budget 2027 is expected to result in higher labour expenses for our Group, as well as for our Malaysian suppliers and Brand Principals, who may in turn pass these increased costs on to us. If we are unable to absorb or pass on these increased costs to our customers, or if there are further increases in the minimum wage or changes to employment laws in Malaysia, our business, results of operations and financial condition may be adversely affected.

5. RISK FACTORS (Cont'd)

Further, any worldwide or regional financial instability, whether caused by political crises, such as a government shutdown, terrorist attacks, war and other incidents of political instability, such as Russia's invasion of Ukraine, the Israel-Hamas war, the military actions in Iran by the U.S. and Israel and other conflicts in the Middle East, and the risk of increased tensions between China and Taiwan, could have a negative impact on the Malaysian economy and result in high inflation, rising interest rates and high foreign exchange rate volatility and disrupt global supply chains, which could have a material adverse effect on our business, results of operations, financial condition and prospects. In particular, the U.S. has re-escalated the use of broad-based and sector-specific tariffs under President Trump's second administration, including the imposition of tariffs on imports and the continued use of national security-based trade measures, contributing to heightened volatility in global trade flows and supply chains. Political tensions as a result of trade policies could reduce trade volume, investment, technological exchange and other economic activities between major international economies, resulting in a material adverse effect on global economic conditions and the stability of global financial markets.

Military operations by the U.S. and Israel in Iran have disrupted the global supply chain, including in oil and gas, which could potentially destabilise global economies and have resulted in significant spikes in global energy prices which may directly increase the fuel costs incurred by our in-house drivers and third-party logistic providers, and increase our cost of sales as a result of higher logistic costs charged or passed on to us. As at the LPD, these geopolitical tensions have not had any material adverse impact on our supply chain, operations or financial conditions. However, the situation remains highly fluid and significant global political, trade, or regulatory developments are difficult to predict. These developments may have a direct or indirect material adverse effect on Malaysia, our customers and on our suppliers, and consequently on our business, including potential disruptions to our supply chain, shortages of supply and higher procurement costs arising from such disruptions.

Cost increases due to rising inflation and high interest rates in the markets in which we operate may require us to increase the prices of our products to cover inflation and higher packaging and material costs, operating costs and transportation costs, therefore materially and adversely affecting our sales volumes and financial results.

Any adverse developments in one or more of the abovementioned conditions may cause disruptions to our business and operations or result in decreased demand for our products and services, which may consequently cause a decline in our business, results of operations, financial condition and prospects.

5.2.4 Our retail outlets are subject to risk of theft and robbery

Our retail outlets operate in a retail environment that is open to the public. Therefore, we are exposed to the risk of theft by staff and customers, as well as the potential risk of robbery.

Although we have put in place various preventive measures and operational procedures to deter pilferages, robbery and theft, there can be no assurance that such measures will be effective in preventing such events.

5. RISK FACTORS (Cont'd)**5.3 RISKS RELATING TO OUR SHARES AND OUR LISTING****5.3.1 There has been no prior market for our Shares**

Prior to our Listing, there has been no public market for our Shares. Hence, there is a risk that upon our Listing, an active market for our Shares may not develop, or if developed, that such market can be sustained.

There can be no assurance that the Final Retail Price will correspond to the price at which our Shares will trade on the Main Market upon our Listing or that the market price of our Shares will not decline below our Final Retail Price. A number of factors could cause our share price to fluctuate, including but not limited to, announcements of developments relating to our business, fluctuations in our business, results of operations and financial condition and the performance of the global economy. These could also materially and adversely affect our ability to raise capital at a time and at a share price we deem appropriate.

5.3.2 Our ability to pay dividends is dependent on our financial performance

Our ability to declare dividends to our shareholders will depend on, among other matters, the level of our cash, gearing, return on equity and retained earnings, our expected financial performance, applicable restrictive covenants and conditions under our financing documents, working capital requirements and other considerations as our Board may consider relevant from time to time.

These factors are also dependent on market demand, our business, results of operations, financial condition, capital requirements and ability to implement our future plans. We may also be required to obtain the approval of certain of our financiers in order to declare dividends. As such, there can be no assurance that we will be able to pay dividends to our shareholders.

Please refer to Section 12.5 of this Prospectus for a description of our dividend policy.

5.3.3 Our share price and trading volume may be volatile

The trading price and volume of our Shares could be subject to fluctuations in response to various factors, some of which are not within our control and may be unrelated or disproportionate to our business, results of operations and financial condition. These factors may include changes in analysts' recommendations or projections, the economic and political conditions of our country as well as the growth potential of the retail pharmacy industry.

In addition, the trading price and volume of our Shares are dependent on external factors such as the performance of world exchanges and the inflow or outflow of foreign funds. These factors will contribute to the volatility of trading volumes witnessed on Bursa Securities, thus adding risks to the market price of our Shares. There can be no assurance that the price and trading of our Shares will not be subject to fluctuations.

5.3.4 Future offerings of a substantial number of our Shares in the public market may result in dilution

Our shareholders may experience dilution in their shareholdings as a result of any additional securities offerings. If additional funds are raised through future equity issuance by us other than on a pro rata basis to existing shareholders, the percentage shareholdings of existing shareholders may be reduced.

5. RISK FACTORS (Cont'd)**5.3.5 Substantial sale of our Shares by our Promoters and Substantial Shareholders could cause the market price of our Shares to decline**

Upon the completion of our IPO and Listing, we will have 7,381,835,680 Shares in issue, of which at least 4,550,034,280 Shares, representing 61.6% of the enlarged number of Shares, will be held by our Promoters and Substantial Shareholders assuming that the Over-allotment Option is fully exercised. Our Shares sold in our Listing will be traded on the Main Market following our Listing.

It is possible that our Promoters and/or Substantial Shareholders may dispose of some or all of our Shares that they hold after the moratorium period, pursuant to their own investment objectives. If our Promoters and/or Substantial Shareholders sell, or are perceived as intending to sell, a substantial amount of our Shares, the market price for our Shares could be adversely affected.

5.3.6 There may be a delay in or termination of our Listing

Our Listing may be potentially delayed or aborted due to the occurrence of any one or more of the following events:

- (i) our Joint Managing Underwriters and Joint Underwriters exercising their rights pursuant to the Retail Underwriting Agreement to discharge themselves from their obligations thereunder;
- (ii) if we are unable to meet the public shareholding spread requirements under the Listing Requirements of having at least 25.0% of our total number of Shares for which our Listing is sought, being held by a minimum number of 1,000 public shareholders holding not fewer than 100 Shares each upon our Listing; and
- (iii) the revocation of the approvals from the relevant authorities prior to our Listing for whatever reason.

Where prior to the issuance and allotment or transfer of our IPO Shares:

- (i) the SC issues a stop order under Section 245(1) of the CMSA, the applications shall be deemed to be withdrawn and cancelled and we or the Selling Shareholders shall repay all monies paid in respect of the applications for our IPO Shares within 14 days of the stop order, failing which we shall be liable to return such monies with interest at the rate of 10.0% per annum or at such other rate as may be specified by the SC pursuant to Section 245(7)(a) of the CMSA; or
- (ii) our Listing is aborted other than pursuant to a stop order by the SC under Section 245(7)(a) of the CMSA, investors will not receive any IPO Shares, and all monies paid in respect of all applications for our IPO Shares will be refunded free of interest.

Where subsequent to the issuance and allotment or transfer of our IPO Shares:

- (i) the SC issues a stop order under Section 245(1) of the CMSA, the issue of our IPO Shares shall be deemed void and all monies received from the applicants shall be forthwith repaid and if any such money is not repaid within 14 days of the date of service of the stop order, we shall be liable to return such monies with interest at the rate of 10.0% per annum or at such other rate as may be specified by the SC pursuant to Section 245(7)(b) of the CMSA; or

5. RISK FACTORS (Cont'd)

- (ii) our Listing is aborted other than pursuant to a stop order by the SC, a return of monies to our shareholders could only be achieved by way of a cancellation of our share capital as provided under the Act and its related rules. Such cancellation can be implemented by the sanction of our shareholders by way of a special resolution in a general meeting, and supported by either (a) consent by our creditors (unless dispensation from obtaining such consent has been granted by the High Court of Malaya) and the confirmation of the High Court of Malaya, in which case there can be no assurance that such monies can be returned within a short period of time or at all under such circumstances; or (b) a solvency statement from our Directors.

5.3.7 This Prospectus contains forward-looking statements which may not be accurate

This Prospectus contains forward-looking statements. All statements, other than statements of historical facts, included in this Prospectus, including, without limitation, statements regarding our financial position, business strategies, prospects, plans and objectives for future operations, are forward-looking statements. Such forward-looking statements involve known and unknown risks, uncertainties and other factors, which may cause our actual results, performance or achievements, or industry results, to be materially different from any future results, performance or achievements, or industry results expressed or implied by such forward-looking statements. Such forward-looking statements are made based on numerous assumptions regarding our present and future business strategies and the environment in which we will operate in the future. Such factors include, among others, general economic and business conditions, competition, and the impact of new laws and regulations affecting our industry and government initiatives. Such forward-looking statements reflect our current view with respect to future events and are not a guarantee of future performance.

Forward-looking statements can be identified by the use of forward-looking terminologies, such as the words "may", "will", "would", "could", "believe", "expect", "anticipate", "intend", "estimate", "aim", "plan", "forecast" or similar expressions and include all statements that are not historical facts.

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

6. INFORMATION ON OUR GROUP

6.1 OUR COMPANY

Our Company was incorporated in Malaysia under the Companies Act 1965 on 2 May 2013 as a private limited company under the name of Platinum Perspective Sdn Bhd and is deemed registered under the Act. Our Company subsequently changed our name to Big Pharmacy Holdings Sdn Bhd on 12 November 2013 and to Big Caring Group Sdn Bhd on 3 January 2024. On 6 March 2026, our Company was converted into a public limited company and assumed our present name, Big Caring Group Bhd to facilitate our Listing.

The principal activity of our Company is investment holding and through our Subsidiaries, we are mainly involved in the retail sale of pharmaceutical, healthcare, beauty, general merchandise and other related products. The principal activities of our Subsidiaries and Associates are set out in Section 6.3 of this Prospectus.

6.1.1 Share capital

As at the LPD, our issued share capital is RM251,606,291 comprising 6,791,288,680 Shares. Save as set out below, there have been no changes in our issued share capital for the Financial Years Under Review and from 1 July 2026 up to the LPD:

Date of allotment	No. of Shares allotted	Consideration	Cumulative issued share capital	
			No. of Shares	RM
29 December 2023	28,300,000 ⁽¹⁾	Cash	163,500,000	238,414,515
30 June 2025	5,178,325 ⁽²⁾	Cash	168,678,325	246,583,316
30 June 2025	1,103,892 ⁽²⁾	Cash	169,782,217	251,606,291
6 August 2026	6,621,506,463 ⁽³⁾	Otherwise than cash	6,791,288,680	251,606,291

Notes:

- (1) Pursuant to the issuance of new Shares to UPSB and IPSB to raise proceeds amounting to RM210.0 million to part fund the Caring Acquisition.
- (2) Pursuant to the exercise of options by the ESOS Grantees resulting in the issuance of (i) 5,178,325 new Shares at an exercise price RM0.97 per Share; and (ii) 1,103,892 new Shares at an exercise price of RM7.40 per Share.
- (3) Pursuant to the Subdivision as set out in Section 6.1.2 of this Prospectus.

As at the LPD, there are no discounts, special terms or instalment payment terms applicable to the payment of the consideration for any allotments of our Shares. In addition, there are no outstanding warrants, options, convertible securities or uncalled capital in our Company.

Upon the completion of our IPO, our enlarged share capital will increase from RM251,606,291 to RM876,940,051 comprising 7,381,835,680 Shares. Please refer to Section 4.1.5 of this Prospectus for further details.

6. INFORMATION ON OUR GROUP (Cont'd)**6.1.2 Subdivision**

On 6 August 2026, our Company completed the subdivision of 169,782,217 existing Shares into 6,791,288,680 Shares to increase the number of our issued Shares to facilitate our IPO and Listing. The percentage shareholding of our existing shareholders in our Company before and after the Subdivision is the same, and is as follows:

	Before the Subdivision		After the Subdivision	
	No. of Shares	% ⁽¹⁾	No. of Shares	% ⁽¹⁾⁽²⁾
UPSB	72,783,654	42.9	2,911,346,160	42.9
IPSB	57,274,013	33.7	2,290,960,520	33.7
Lee Meng Chuan	13,520,000	8.0	540,800,000	8.0
Lim Sin Yin	6,760,000	4.0	270,400,000	4.0
Low Youk Chu	1,848,860	1.1	73,954,400	1.1
Lim Bah Kaw	1,848,860	1.1	73,954,400	1.1
Tey Piow Fee	1,493,960	0.9	59,758,400	0.9
Chong Mu Sir	1,493,960	0.9	59,758,400	0.9
Tey Peyau Ek	1,142,440	0.7	45,697,600	0.7
See Chee Choon	1,182,340	0.7	47,293,600	0.7
Lim Shin Jeng	1,129,512	0.7	45,180,480	0.7
Tey Piow Yan	922,740	0.5	36,909,600	0.5
Lim Sze Ung	878,800	0.5	35,152,000	0.5
Tey Sew	834,860	0.5	33,394,400	0.5
Soh Jau Rhen	373,844	0.2	14,953,760	0.2
Lee Sheen Mei	312,428	0.2	12,497,120	0.2
Shin Kam Mun	293,300	0.2	11,732,000	0.2
Lim Shin Yen	131,780	0.1	5,271,200	0.1
Loh Yen Yee	87,900	0.1	3,516,000	0.1
Wong Wai Hou	77,900	*	3,116,000	*
373 ESOS Grantees	5,391,066	3.2	215,642,640	3.2
	169,782,217	100.0	6,791,288,680	100.0

Notes:

* Negligible

(1) Does not add up to 100.0% due to rounding.

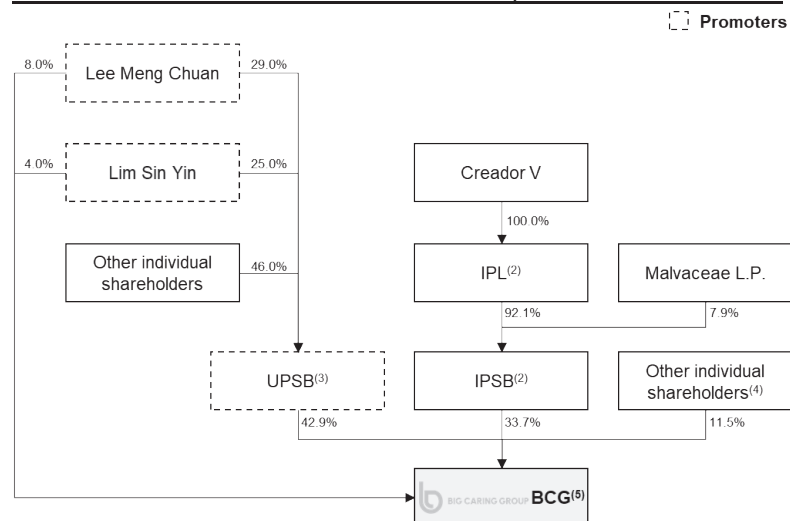
(2) Based on 6,791,288,680 issued Shares as at the LPD.

6. INFORMATION ON OUR GROUP (Cont'd)

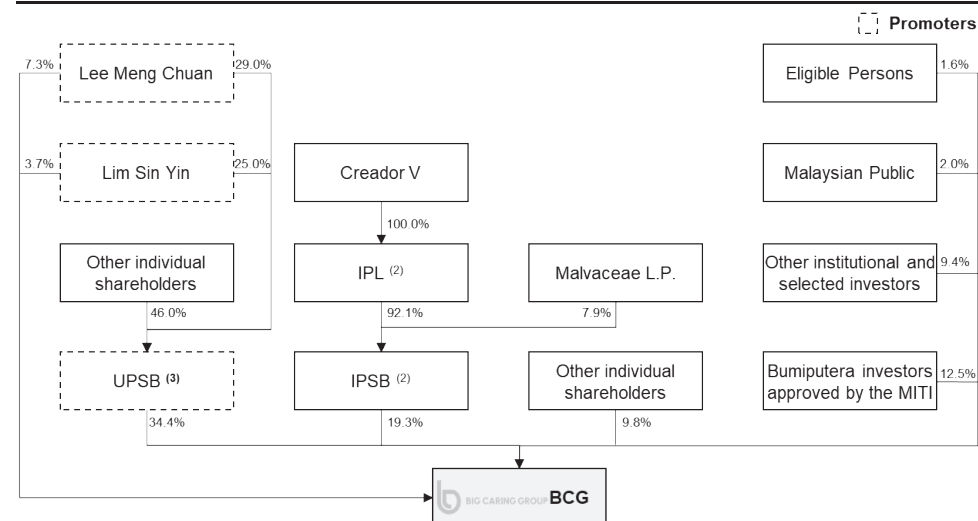
6.2 OUR CORPORATE AND SHAREHOLDING STRUCTURE

6.2.1 Our shareholding structure

As at the LPD and after the Subdivision, but before our IPO⁽¹⁾



After our IPO⁽⁶⁾



6. INFORMATION ON OUR GROUP *(Cont'd)*

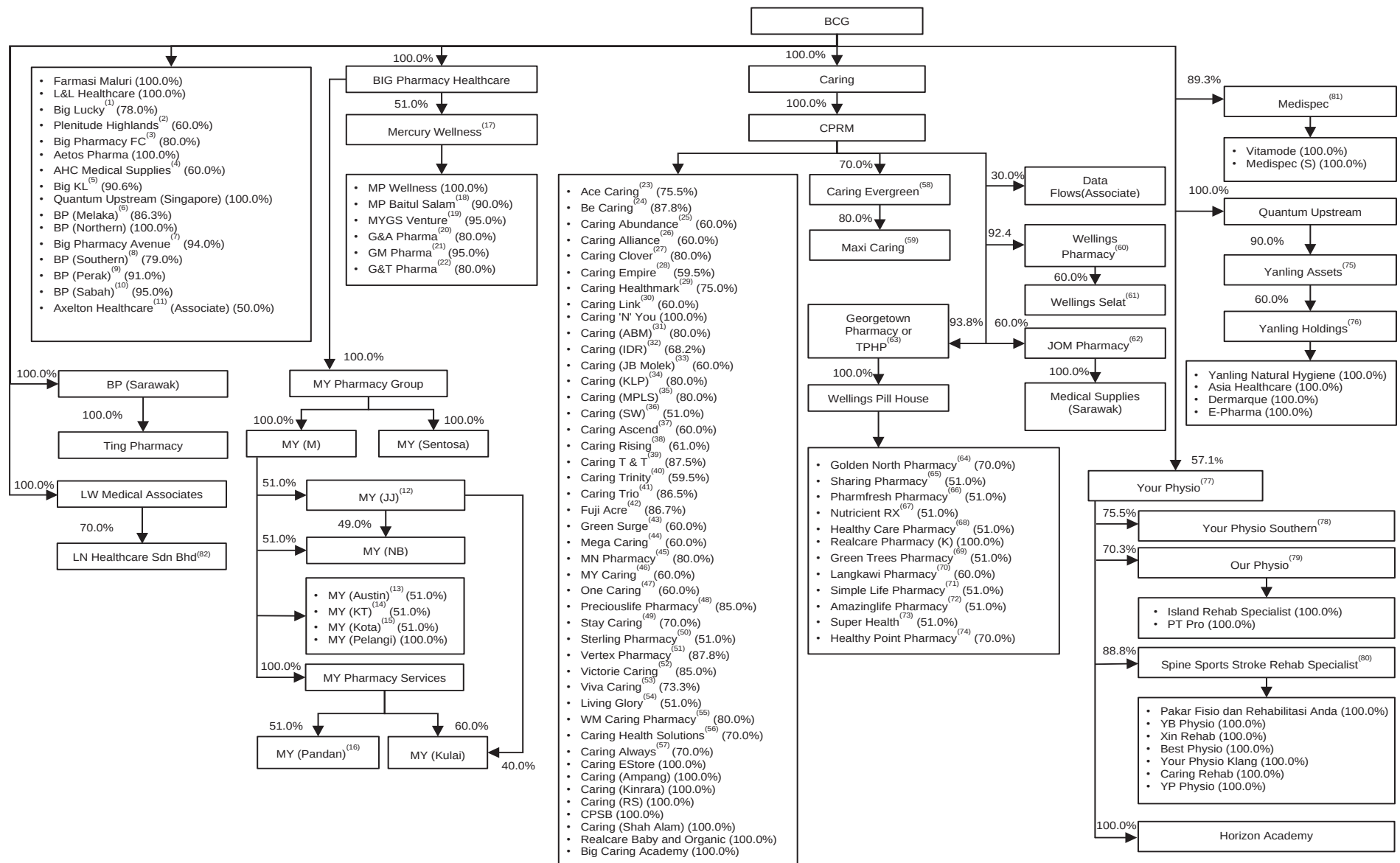
Notes:

- (1) Based on 6,791,288,680 issued Shares as at the LPD.
- (2) Please refer to Sections 9.1.1(iv) and (v) of this Prospectus for further details on the shareholders of IPSB and IPL.
- (3) Please refer to Section 9.1.1(iii) of this Prospectus for further details on the shareholders of UPSB. The ultimate beneficial owners of UPSB are Lee Meng Chuan and Lim Sin Yin.
- (4) These shareholders mainly comprise the family of Lee Meng Chuan and Lim Sin Yin and employees of our Group. They are Low Youk Chu (1.1%), Lim Bah Kaw (1.1%), Tey Piow Fee (0.9%), Chong Mu Sir (0.9%), Tey Peyau Ek (0.7%), See Chee Choon (0.7%), Lim Shin Jeng (0.7%), Tey Piow Yan (0.5%), Lim Sze Ung (0.5%), Tey Sew (0.5%), Soh Jau Rhen (0.2%), Lee Sheen Mei (0.2%), Shin Kam Mun (0.2%), Lim Shin Yen (0.1%), Loh Yen Yee (0.1%), Wong Wai Hou (negligible) and 373 ESOS Grantees (3.2%). Does not add up to 11.5% due to rounding.
- (5) Does not add up to 100.0% due to rounding.
- (6) Based on our enlarged 7,381,835,680 issued Shares after our IPO, and assuming that the Over-allotment Option is not exercised. Assuming the Over-allotment Option is fully exercised, IPSB's shareholding in our Company will reduce from 19.3% to 16.3%, and the shareholdings of the other institutional and selected investors will correspondingly increase.

6.2.2 Our Group structure

Our Group has grown from 39 subsidiaries as at 30 June 2023 to 129 Subsidiaries and two Associates as at the LPD mainly due to the Caring Acquisition, which had over 70 subsidiaries at the point of acquisition. In year 2000, Caring introduced an equity participation business model under which selected pharmacists were offered equity participation in its subsidiaries ("**Pharmacist Equity Model**"). This resulted in multiple subsidiaries being incorporated to facilitate the Pharmacist Equity Model for the opening of new outlets across different locations. Currently, a majority of our new retail outlets are opened through our existing wholly-owned subsidiaries of our Company and the Pharmacist Equity Model is only adopted by our Group where required. Generally, the minority shareholders of our non-wholly owned subsidiaries comprise pharmacists and/or area managers (all of whom are employees of our Group), and founders of the subsidiaries that we acquired. Please refer to Section 7.4.3.1(e) of this Prospectus for further details of the Pharmacist Equity Model.

6. INFORMATION ON OUR GROUP (Cont'd)



6. INFORMATION ON OUR GROUP *(Cont'd)*

Notes:

- (1) The remaining 22.0% equity interest in Big Lucky is held by Wong Wai Hou (20.0%) and Ho Sock Mun (2.0%).
- (2) The remaining 40.0% equity interest in Plenitude Highlands is held by Chen Shen Kit (10.0%), Tan Han Loong (10.0%), Yeoh Sing Yeen (5.0%), Low Wai Kuen (5.0%), Khor E Cheang (5.0%) and Chua Zheng Wei (5.0%).
- (3) The remaining 20.0% equity interest in Big Pharmacy FC is held by Soo Wai Han (10.0%) and Ang Hooi Hoon (10.0%).
- (4) The remaining 40.0% equity interest in AHC Medical Supplies is held by Lee Jyh Xiong (10.0%), Tan Lily (10.0%), Tan Choon Weng (10.0%) and Teoh Chong Beng (10.0%).
- (5) The remaining 9.4% equity interest in Big KL is held by Tan Tze Ting.
- (6) The remaining 13.8% equity interest in BP (Melaka) is held by Heng Siow Chin (2.5%), Lim Wei Fang (2.5%), Tey Shelly (2.5%), Wong Kah Hing (2.5%), Gina Ngooi Shi Min (1.25%), Khan Wen Fang (1.25%) and Koh Yuan Ting (1.25%). Does not add up to 100.0% due to rounding.
- (7) The remaining 6.0% equity interest in Big Pharmacy Avenue is held by Wong Lai Mun (3.0%) and Choe Kin Wei (3.0%).
- (8) The remaining 21.0% equity interest in BP (Southern) is held by See Shao Qin (3.0%), Liang Guo Xiong (3.0%), Dylan Soh Chi Wen (3.0%), Lai Hou Ge (3.0%), Ng Ying Wei (3.0%), Tan Ai Ling (3.0%) and Chau William (3.0%).
- (9) The remaining 9.0% equity interest in BP (Perak) is held by Yeoh Sing Yeen (2.0%), Chua Zheng Wei (2.0%), Khor E Cheang (2.0%), Low Wai Kuen (2.0%) and Manjula A/P Muniandy (1.0%).
- (10) The remaining 5.0% equity interest in BP (Sabah) is held by Lim Yuung Zhu.
- (11) The remaining 50.0% equity interest in Axelton Healthcare is held by Lau Ah Tee.
- (12) The remaining 49.0% equity interest in MY (JJ) is held by Tan Won Chin.
- (13) The remaining 49.0% equity interest in MY (Austin) is held by Yoong Yuen Sian.
- (14) The remaining 49.0% equity interest in MY (KT) is held by Chia Xu Ling.
- (15) The remaining 49.0% equity interest in MY (Kota) is held by Lo Chee Weng.
- (16) The remaining 49.0% equity interest in MY (Pandan) is held by Koh Sok Peng.

6. INFORMATION ON OUR GROUP (Cont'd)

- (17) The remaining 49.0% equity interest in Mercury Wellness is held by Mercury Ventures Sdn Bhd.
- (18) The remaining 10.0% equity interest in MP Baitul Salam is held by Mohammad Ghazali Bin Ab Salam.
- (19) The remaining 5.0% equity interest in MYGS Venture is held by Sin Shiou Fu.
- (20) The remaining 20.0% equity interest in G&A Pharma is held by Agnes Chan Jia Ji.
- (21) The remaining 5.0% equity interest in GM Pharma is held by Varatharajan A/L Annamalay.
- (22) The remaining 20.0% equity interest in G&T Pharma is held by Tan Shu Hwa.
- (23) The remaining 24.5% equity interest in Ace Caring is held by Lau Yee Voon (12.25%) and Beh Siew Lian (12.25%).
- (24) The remaining 12.3% equity interest in Be Caring is held by Liew Pooi Cheng. Does not add up to 100.0% due to rounding.
- (25) The remaining 40.0% equity interest in Caring Abundance is held by Ng Cheah Phing (20.0%) and Chia Muan Muan (20.0%).
- (26) The remaining 40.0% equity interest in Caring Alliance is held by Tan Yi Hui (20.0%) and Ler Yong Ta (20.0%).
- (27) The remaining 20.0% equity interest in Caring Clover is held by Ooi Pei Lin (10.0%) and Ooi Jin Yi (10.0%).
- (28) The remaining 40.5% equity interest in Caring Empire is held by Tan Pik Seng (13.5%), Tang Guang Hui (13.5%) and Tan Teck Koon (13.5%).
- (29) The remaining 25.0% equity interest in Caring Healthmark is held by Loo Chuan Yen.
- (30) The remaining 40.0% equity interest in Caring Link is held by Tee Siew What (30.0%) and Yap Sze Yin (10.0%).
- (31) The remaining 20.0% equity interest in Caring (ABM) is held by Voon Hui Shun.
- (32) The remaining 31.8% equity interest in Caring (IDR) is held by Lai Kok Yoong.
- (33) The remaining 40.0% equity interest in Caring (JB Molek) is held by Goo Yuan Tieh (24.0%) and Lee Yoon Leong (16.0%).
- (34) The remaining 20.0% equity interest in Caring (KLP) is held by Ang Hooi Hoon (10.0%) and Soo Wai Han (10.0%).
- (35) The remaining 20.0% equity interest in Caring (MPLS) is held by Siow Cheuk Ching (10.0%) and Elaine Poon Siew Yan (10.0%).
- (36) The remaining 49.0% equity interest in Caring (SW) is held by Tan Fei Wun.

6. INFORMATION ON OUR GROUP (Cont'd)

- (37) The remaining 40.0% equity interest in Caring Ascend is held by Foong Jeng Yew (20.0%) and Siew Ben Jern (20.0%).
- (38) The remaining 39.0% equity interest in Caring Rising is held by Heng Xin Ya (13.0%), Lew Ai Peng (13.0%) and Choo Jia Ying (13.0%).
- (39) The remaining 12.5% equity interest in Caring T & T is held by Tan Yee May.
- (40) The remaining 40.5% equity interest in Caring Trinity is held by Tan Thien Thien (13.5%), Sharon Lai Wai Ling (13.5%) and Ong Chin Yee (13.5%).
- (41) The remaining 13.5% equity interest in Caring Trio is held by Ng Yee Choung.
- (42) The remaining 13.3% equity interest in Fuji Acre is held by Derek Moon Weng Chee.
- (43) The remaining 40.0% equity interest in Green Surge is held by Wong Shin Yi (20.0%) and Chua Qi Yun (20.0%).
- (44) The remaining 40.0% equity interest in Mega Caring is held by Chow Ching Yei (20.0%) and Tey Lu Ping (20.0%).
- (45) The remaining 20.0% equity interest in MN Pharmacy is held by Kuan Mun Ni.
- (46) The remaining 40.0% equity interest in MY Caring is held by Chan Chia Huoi (20.0%) and Seow Fue Chin (20.0%).
- (47) The remaining 40.0% equity interest in One Caring is held by Koh Pei Ying (20.0%) and Ooi Thean Thean (20.0%).
- (48) The remaining 15.0% equity interest in Preciouslife Pharmacy is held by Tee Phaik Kien.
- (49) The remaining 30.0% equity interest in Stay Caring is held by Joshua Ng Zheng Yong.
- (50) The remaining 49.0% equity interest in Sterling Pharmacy is held by Goh Seong Por (25.0%) and Ang Swee Lim (24.0%).
- (51) The remaining 12.3% equity interest in Vertex Pharmacy is held by Wong Kait Chon. Does not add up to 100.0% due to rounding.
- (52) The remaining 15.0% equity interest in Victorie Caring is held by Ng Yi Chan.
- (53) The remaining 26.6% equity interest in Viva Caring is held by Gwee Xin Yun (13.3%) and Khor Yong Xin (13.3%). Does not add up to 100.0% due to rounding.
- (54) The remaining 49.0% equity interest in Living Glory is held by Eileen Lau Ruey Lee (40.0%) and Kok Kian Wei (9.0%).
- (55) The remaining 20.0% equity interest in WM Caring Pharmacy is held by Lee Sze Wei.
- (56) The remaining 30.0% equity interest in Caring Health Solutions is held by Lim Chee Kiat.

6. INFORMATION ON OUR GROUP (Cont'd)

- (57) The remaining 30.0% equity interest in Caring Always is held by Tan Choo Lin.
- (58) The remaining 30.0% equity interest in Caring Evergreen is held by Evergreen (1979) Trading Sdn Bhd.
- (59) The remaining 20.0% equity interest in Maxi Caring is held by Cheong Keng Boon (10.0%) and Voon Ee May (10.0%).
- (60) The remaining 7.6% equity interest in Wellings Pharmacy is held by Tan Zhen Yao (2.5%), Ng Wei Ping (1.2%), Tung Kean Seng (0.9%), Lim Kelvin (0.9%), Choong Li Dong (0.7%), Yeow Shin Yi (0.4%), Liam Kah Thiam (0.3%), Lye Chu Siang (0.3%) and Lim Chee Mun (0.3%). Does not add up to 100.0% due to rounding.
- (61) The remaining 40.0% equity interest in Wellings Selat is held by Chan Meng Sheh (20.0%) and Koh Poh Suan (20.0%).
- (62) The remaining 40.0% equity interest in JOM Pharmacy is held by Kok Kian Wei (20.0%) and Kok Kian Min (20.0%).
- (63) The remaining 6.2% equity interest in Georgetown Pharmacy or TPHP is held by Ng Wei Ping (1.2%), Lim Kelvin (0.9%), Tung Kean Seng (0.9%), Tan Zhen Yao (1.5%), Choong Li Dong (0.6%), Yeow Shin Yi (0.4%), Lye Chu Siang (0.3%), Liam Kah Thiam (0.3%) and Lim Chee Mun (0.2%). Does not add up to 100.0% due to rounding.
- (64) The remaining 30.0% equity interest in Golden North Pharmacy is held by Tan Chi Xiang.
- (65) The remaining 49.0% equity interest in Sharing Pharmacy is held by Kang Pei Joul.
- (66) The remaining 49.0% equity interest in Pharmfresh Pharmacy is held by Tan Wei Sheng (29.0%), Nicholas Lim Xue Eu (12.0%) and Ooi Nai Lee (8.0%).
- (67) The remaining 49.0% equity interest in Nutricient RX is held by Ong It Seang (37.0%), Cherylene Ann Bruyns (6.0%) and Tan Ann Joe (6.0%).
- (68) The remaining 49.0% equity interest in Healthy Care Pharmacy is held by Lee Yu Ren (32.0%) and Ong Jun Kok (17.0%).
- (69) The remaining 49.0% equity interest in Green Trees Pharmacy is held by Nah Bee Chyi.
- (70) The remaining 40.0% equity interest in Langkawi Pharmacy is held by Tan Chai Choo.
- (71) The remaining 49.0% equity interest in Simple Life Pharmacy is held by Lim Kah Kiat (43.0%) and Lim Zheng Hoong (6.0%).
- (72) The remaining 49.0% equity interest in Amazinglife Pharmacy is held by Lim Kok Kit (37.0%), Kang Zhi Xian (6.0%) and Justine Liao Jing Cheng (6.0%).
- (73) The remaining 49.0% equity interest in Super Health is held by Ooi Yi Zhi.

6. INFORMATION ON OUR GROUP (Cont'd)

- (74) The remaining 30.0% equity interest in Healthy Point Pharmacy is held by Tan Hooi Ni.
- (75) The remaining 10.0% equity interest in Yanling Assets is held by Brego Life Sciences Sdn Bhd.
- (76) The remaining 40.0% equity interest in Yanling Holdings is held by Goh Ching Yang (20.0%) and Sin Laik Choo (20.0%).
- (77) The remaining 42.9% equity interest in Your Physio is held by Embrace Success Sdn Bhd (21.0%) and Yttrium (I) Sdn Bhd (21.9%).
- (78) The remaining 24.5% equity interest in Your Physio Southern is held by Lee Choon Yik (20.75%) and Ng Xin Yi (3.75%).
- (79) The remaining 29.7% equity interest in Our Physio is held by Kong Mun Chun (0.45%), Lee Yue Jia (1.13%), Chang Sok Hooi (15.65%), Khong Yen Yun (2.79%), Tan May Jynn (1.13%) and Lee Choon Yik (8.52%).
- (80) The remaining 11.2% equity interest in Spine Sports Stroke Rehab Specialist is held by Edmund Sean Ong (0.27%), Cheah Yong Ying (0.39%), Choo Siew Wen (0.06%), Choo Yun Jian (0.27%), Cornelia Kueh Shu Wen (0.04%), Gan Yee Jie (0.98%), Ho Kui Fei (1.75%), Lim Jo Lyn (0.85%), Ong Ke Yee (0.48%), Tham Hui Lin (0.48%), Tneh Xian Hooi (0.39%), Wilfred Wong Wei Choong (0.17%), Yong Hok Nian (0.25%), Lee Choon Yik (3.68%), Tan Hui Teng (0.39%), Tan Jing Yu (0.39%) and Bong Jing Chi (0.39%).
- (81) The remaining 10.7% equity interest in Medispec is held by Virapatna Thakolsri.
- (82) The remaining 30.0% equity interest in LN Healthcare is held by Ng Chong Guan.

6. INFORMATION ON OUR GROUP (Cont'd)**6.3 OUR SUBSIDIARIES AND ASSOCIATES**

Our Subsidiaries and Associates as at the LPD are as follows:

Name (Registration number)	Date and country of incorporation	Share capital	Effective equity interest (%)	Principal activities
Subsidiaries involved in the operations of retail pharmacy				
Farmasi Maluri (200201020306 (587969-U))	30 July 2002 Malaysia	RM100,000	100.0	Retail pharmacy, selling medicines and dispenses prescriptions
L&L Healthcare (200801026014 (827341-X))	30 July 2008 Malaysia	RM600,000	100.0	Retail pharmacy, selling medicines and dispenses prescriptions
Big Lucky (201501005311 (1130641-V))	6 February 2015 Malaysia	RM2,002,130	78.0	Retail pharmacy, selling medicine, retail business and rice
Plenitude Highlands (201401027610 (1103696-V))	6 August 2014 Malaysia	RM1,050,000	60.0	Retail pharmacy, selling medicine, retail business and rice
Big Pharmacy FC (201901019163 (1328492-D))	29 May 2019 Malaysia	RM1,200,000	80.0	Pharmacy chain retail and rice
BIG Pharmacy Healthcare (199801010752 (466880-D))	5 August 1998 Malaysia	RM37,422,400	100.0	Investment holding, pharmacy operator, retail business and rice
BP (Melaka) (202201025529 (1471226-W))	14 July 2022 Malaysia	RM4,000,001	86.3	Retail pharmacy and rice
BP (Northern) (202001040617 (1396938-A))	9 December 2020 Malaysia	RM10,000	100.0	Retail pharmacy and rice
Big Pharmacy Avenue (202101037730 (1438030-H))	11 November 2021 Malaysia	RM7,000,000	94.0	Retail pharmacy and rice
BP (Southern) (202101040989 (1441289-V))	2 December 2021 Malaysia	RM2,000,000	79.0	To deal in pharmaceutical products and rice
BP (Perak) (202101040987 (1441287-K))	2 December 2021 Malaysia	RM10,000,000	91.0	Retail pharmacy and rice
BP (Sabah) (202101040983 (1441283-H))	2 December 2021 Malaysia	RM10,000,000	95.0	Retail pharmacy and rice

6. INFORMATION ON OUR GROUP (Cont'd)

Name (Registration number)	Date and country of incorporation	Share capital	Effective equity interest (%)	Principal activities
Big KL (202101040991 (1441291-U))	2 December 2021 Malaysia	RM1,600,000	90.6	Retail pharmacy, rice rehabilitation products and tools
BP (Sarawak) (202001023800 (1380120-W))	14 August 2020 Malaysia	RM250,000	100.0	Retail pharmacy and rice
Caring (201201027369 (1011859-D))	30 July 2012 Malaysia	RM225,108,316	100.0	Investment holding
MY Pharmacy Group (201401018481 (1094568-H))	22 May 2014 Malaysia	RM24,045,645	100.0	To deal in pharmaceutical products and rice
Mercury Wellness (202101002942 (1403240-V))	25 January 2021 Malaysia	RM12,021,600	51.0	Investment holding, wholesaling and retailing of pharmaceutical product, retail sale of rice
MY (Sentosa) (199101008109 (218421-D))	10 June 1991 Malaysia	RM80,000	100.0	To deal in pharmaceutical products and rice
MY (M) (199601026899 (399251-M))	22 August 1996 Malaysia	RM500,000	100.0	Investment holding
MY (JJ) Sdn Bhd (201301017226 (1047059-K))	22 May 2013 Malaysia	RM300,000	51.0	To deal in pharmaceutical products and rice
MY (NB) (201101010390 (938529-P))	31 March 2011 Malaysia	RM200,000	76.0	To deal in pharmaceutical products and rice
MY (Austin) (201001009811 (894441-T))	22 March 2010 Malaysia	RM100,000	51.0	To deal in pharmaceutical products and rice
MY (KT) (201101010392 (938531-A))	31 March 2011 Malaysia	RM200,000	51.0	To deal in pharmaceutical products and rice
MY (Pelangi) (199901004661 (479561-K))	23 March 1999 Malaysia	RM50,002	100.0	To deal in pharmaceutical products and rice
MY (Kota) (201301002743 (1032581-V))	23 January 2013 Malaysia	RM200,000	51.0	To deal in pharmaceutical products and rice

6. INFORMATION ON OUR GROUP (Cont'd)

Name (Registration number)	Date and country of incorporation	Share capital	Effective equity interest (%)	Principal activities
MY Pharmacy Services (200101018408 (554165-D))	24 July 2001 Malaysia	RM418,000	100.0	Investment holding
MY (Kulai) (200301023957 (626377-W))	27 August 2003 Malaysia	RM100,000	80.4	To deal in pharmaceutical products and rice
MY (Pandan) (200101009289 (545045-D))	16 April 2001 Malaysia	RM61,000	51.0	To deal in pharmaceutical products and rice
MP Baitul Salam (201901035379 (1344709-A))	2 October 2019 Malaysia	RM200,000	45.9	Stores specialised in retail sale of pharmaceuticals, medical and orthopaedic goods, buying, selling, renting and operating of self-owned or leased real estate – land and retail sale of rice
MYGS Venture (201401038858 (1115006-U))	27 October 2014 Malaysia	RM400,000	48.5	Retailing of pharmaceutical products; retail sale of rice
G&T Pharma (201801027858 (1289884-U))	2 August 2018 Malaysia	RM200,000	40.8	Retail of pharmaceutical and medical goods and buying, selling, renting and operating of self-owned or leased real estate – land and retail sale of rice
Ting Pharmacy (202301002222 (1496141-T))	18 January 2023 Malaysia	RM9,348,922	100.0	Retail pharmacy and rice
CPRM (200601037651 (757411-U))	26 December 2006 Malaysia	RM46,000,000	100.0	Investment holding, the provision of management services as well as warehousing and distribution of pharmaceutical, healthcare and personal care products, along with various foodstuffs including, but not limited to, rice and grains products

6. INFORMATION ON OUR GROUP (Cont'd)

Name (Registration number)	Date and country of incorporation	Share capital	Effective equity interest (%)	Principal activities
Ace Caring (200701025329 (783350-D))	3 August 2007 Malaysia	RM100,000	75.5	Operation of community pharmacy including retailing of pharmaceutical, healthcare and personal care products
Be Caring (200301008159 (610579-X))	31 March 2003 Malaysia	RM100,000	87.8	Operation of community pharmacy including retailing of pharmaceutical, healthcare and personal care products
Caring Abundance (201201038586 (1023064-T))	1 November 2012 Malaysia	RM100,000	60.0	Operating a pharmacy including retailing of pharmaceutical, healthcare and personal care products
Caring Alliance (202001005034 (1361354-T))	13 February 2020 Malaysia	RM100,000	60.0	Operation of community pharmacy including retailing of pharmaceutical, healthcare and personal care products, all kinds of foodstuff including but not limited to rice and grains products
Caring Clover (201301044459 (1074282-D))	16 December 2013 Malaysia	RM100,000	80.0	Operation of community pharmacy including retailing of pharmaceutical, healthcare and personal care products
Caring Empire (201101039892 (968014-D))	11 November 2011 Malaysia	RM310,000	59.5	Operation of community pharmacy including retailing of pharmaceutical, healthcare and personal care products
Caring Healthmark (201701032660 (1246830-D))	15 September 2017 Malaysia	RM100,000	75.0	Operation of community pharmacy including retailing of pharmaceutical, healthcare and personal care products, all kind of foodstuff including but not limited to rice and grains products

6. INFORMATION ON OUR GROUP (Cont'd)

Name (Registration number)	Date and country of incorporation	Share capital	Effective equity interest (%)	Principal activities
Caring Link (201901012444 (1321772-P))	11 April 2019 Malaysia	RM100,000	60.0	Operation of community pharmacy including retailing of pharmaceutical, healthcare and personal care products, all kind of foodstuff including but not limited to rice and grains products
Caring 'N' You (200701027838 (785860-D))	23 August 2007 Malaysia	RM100,000	100.0	Operation of community pharmacy including retailing of pharmaceutical, healthcare and personal care products
Caring (ABM) (200901030090 (873196-M))	25 September 2009 Malaysia	RM1,300,000	80.0	Operation of community pharmacy including retailing of pharmaceutical, healthcare and personal care products
Caring (Ampang) (200801023943 (825266-W))	14 July 2008 Malaysia	RM100,000	100.0	Operation of community pharmacy including retailing of pharmaceutical, healthcare and personal care products
Caring (IDR) (201101032999 (961134-H))	22 September 2011 Malaysia	RM100,000	68.2	Operation of community pharmacy including retailing of pharmaceutical, healthcare and personal care products
Caring (JB Molek) (201101024843 (952979-M))	15 July 2011 Malaysia	RM100,000	60.0	Operation of community pharmacy including retailing of pharmaceutical, healthcare and personal care products, along with various foodstuffs including, but not limited to, rice and grains products
Caring (KLP) (200701018537 (776548-H))	11 June 2007 Malaysia	RM100,000	80.0	Operation of community pharmacy including retailing of pharmaceutical, healthcare and personal care products

6. INFORMATION ON OUR GROUP (Cont'd)

Name (Registration number)	Date and country of incorporation	Share capital	Effective equity interest (%)	Principal activities
Caring (MPLS) (200901030426 (873532-U))	30 September 2009 Malaysia	RM100,000	80.0	Operation of community pharmacy including retailing of pharmaceutical, healthcare and personal care products
Caring (SW) (200901004511 (847445-W))	20 February 2009 Malaysia	RM300,000	51.0	Operation of community pharmacy including retailing of pharmaceutical, healthcare and personal care products
Caring Ascend (201801019273 (1281289-H))	24 May 2018 Malaysia	RM100,000	60.0	Operation of community pharmacy including retailing of pharmaceutical, healthcare and personal care products
Caring Rising (201301014773 (1044606-P))	2 May 2013 Malaysia	RM1,000,000	61.0	Operation of community pharmacy including retailing of pharmaceutical, healthcare and personal care products
Caring T & T (201901006596 (1315923-A))	27 February 2019 Malaysia	RM100,000	87.5	Operation of community pharmacy including retailing of pharmaceutical, healthcare and personal care product, all kinds of foodstuff including but not limited to rice and grains products
Caring Trinity (201301014771 (1044604-D))	2 May 2013 Malaysia	RM100,000	59.5	Operation of community pharmacy including retailing of pharmaceutical, healthcare and personal care product, all kinds of foodstuff including but not limited to rice and grains products
Caring Trio (201201018694 (1004207-T))	31 May 2012 Malaysia	RM100,000	86.5	Operation of community pharmacy including retailing of pharmaceutical, healthcare and personal care products

6. INFORMATION ON OUR GROUP (Cont'd)

Name (Registration number)	Date and country of incorporation	Share capital	Effective equity interest (%)	Principal activities
Fuji Acre (201301006992 (1036832-M))	4 March 2013 Malaysia	RM400,000	86.7	Operation of community pharmacy including retailing of pharmaceutical, healthcare and personal care products
Green Surge (201001023428 (907199-H))	8 July 2010 Malaysia	RM310,000	60.0	Operation of community pharmacy including retailing of pharmaceutical, healthcare and personal care products
Mega Caring (201201035364 (1019846-V))	5 October 2012 Malaysia	RM100,000	60.0	Operation of community pharmacy including retailing of pharmaceutical, healthcare and personal care products
MN Pharmacy (200401011769 (650272-T))	23 April 2004 Malaysia	RM100,000	80.0	Operation of community pharmacy including retailing of pharmaceutical, healthcare and personal care products
MY Caring (200901011211 (854236-U))	21 April 2009 Malaysia	RM100,000	60.0	Operation of community pharmacy including retailing of pharmaceutical, healthcare and personal care products, all kinds of foodstuff including but not limited to rice and grains products
One Caring (201001004231 (888822-W))	3 February 2010 Malaysia	RM100,000	60.0	Operation of community pharmacy including retailing of pharmaceutical, healthcare and personal care products, all kinds of foodstuff including but not limited to rice and grains products

6. INFORMATION ON OUR GROUP (Cont'd)

Name (Registration number)	Date and country of incorporation	Share capital	Effective equity interest (%)	Principal activities
Preciouslife Pharmacy (200801018342 (819638-M))	30 May 2008 Malaysia	RM100,000	85.0	Operation of community pharmacy including retailing of pharmaceutical, healthcare and personal care products, all kinds of foodstuff including but not limited to rice and grains products
Stay Caring (200401023069 (661575-M))	3 August 2004 Malaysia	RM100,000	70.0	Operation of community pharmacy including retailing of pharmaceutical, healthcare and personal care products
Sterling Pharmacy (200201008127 (575790-U))	2 April 2002 Malaysia	RM100,000	51.0	Operation of community pharmacy including retailing of pharmaceutical, healthcare and personal care products
Vertex Pharmacy (200801022910 (824229-W))	7 July 2008 Malaysia	RM100,000	87.8	Community pharmacy including retailing pharmaceutical, healthcare and personal care products
Victorie Caring (200901039668 (882809-W))	16 December 2009 Malaysia	RM200,000	85.0	Operation of community pharmacy including retailing of pharmaceutical, healthcare and personal care products, all kinds of foodstuff including but not limited to rice and grains products
Viva Caring (200001009934 (512540-T))	25 April 2000 Malaysia	RM100,000	73.3	Operation of community pharmacy including retailing of pharmaceutical, healthcare and personal care products

6. INFORMATION ON OUR GROUP (Cont'd)

Name (Registration number)	Date and country of incorporation	Share capital	Effective equity interest (%)	Principal activities
Living Glory (201101035077 (963210-H))	7 October 2011 Malaysia	RM1,000,000	51.0	Operation of community pharmacy including retailing of pharmaceutical, healthcare and personal care products, all kinds of foodstuff including but not limited to rice and grains products
WM Caring Pharmacy (200901003244 (846171-V))	10 February 2009 Malaysia	RM300,000	80.0	Operation of community pharmacy including retailing of pharmaceutical, healthcare and personal care products
Caring Health Solutions (200701000695 (758693-P))	10 January 2007 Malaysia	RM500,000	70.0	Operation of community pharmacy including retailing of pharmaceutical, healthcare and personal care products
Caring Evergreen (201801011546 (1273562-P))	26 March 2018 Malaysia	RM6,980,000	70.0	Operation of community pharmacy including retailing of pharmaceutical, healthcare and personal care products
JOM Pharmacy (200901020212 (863309-V))	6 July 2009 Malaysia	RM8,500,000	60.0	Pharmacy
Caring EStore (200901038640 (881773-W))	8 December 2009 Malaysia	RM2	100.0	Internet sales and warehouse sales of healthcare and personal care products
Caring Always (201001013523 (897754-A))	8 April 2010 Malaysia	RM100,000	70.0	Operation of community pharmacy including retailing of pharmaceutical, healthcare and personal care products
Caring (Kinrara) (200001013092 (515698-K))	1 June 2000 Malaysia	RM100,000	100.0	Investment holding and property investment

6. INFORMATION ON OUR GROUP (Cont'd)

Name (Registration number)	Date and country of incorporation	Share capital	Effective equity interest (%)	Principal activities
Caring (RS) (201001011988 (896651-V))	31 March 2010 Malaysia	RM100,000	100.0	Operation of community pharmacy including retailing of pharmaceutical, healthcare and personal care products
CPSB (199401011222 (296901-H))	21 April 1994 Malaysia	RM2,500,000	100.0	Operation of community pharmacy including retailing of pharmaceutical, healthcare and personal care products, all kinds of foodstuff including but not limited to rice and grains products
Caring (Shah Alam) (201101024841 (952977-A))	15 July 2011 Malaysia	RM100,000	100.0	Operation of community pharmacy including retailing of pharmaceutical, healthcare and personal care products
Realcare Baby and Organic (201601015781 (1186712-D))	9 May 2016 Malaysia	RM150,000	100.0	Trading in all kind of baby products and rice
TPHP (200901028650 (871754-P))	10 September 2009 Malaysia	RM7,423,216	93.8	Investment holding company
Wellings Pharmacy (200701025380 (783401-A))	3 August 2007 Malaysia	RM1,000,000	92.4	Dealer of pharmaceutical products
Maxi Caring (201201008959 (982479-P))	15 March 2012 Malaysia	RM3,600,000	56.0	Operation of community pharmacy including retailing of pharmaceutical, healthcare and personal care products
Wellings Pill House (201001014063 (898297-K))	14 April 2010 Malaysia	RM1,287,086	93.8	1. Investment holding company 2. Trading in pharmaceutical products and providing warehouse services to related company

6. INFORMATION ON OUR GROUP (Cont'd)

Name (Registration number)	Date and country of incorporation	Share capital	Effective equity interest (%)	Principal activities
Realcare Pharmacy (K) (201101039336 (967458-V))	11 November 2011 Malaysia	RM700,000	93.8	Operating a pharmacy, to provide warehouse supplies, warehouse management services and transportation of goods between original and destination to its related companies
Langkawi Pharmacy (201901012034 (1321362-U))	9 April 2019 Malaysia	RM250,000	56.3	Sales of pharmaceutical products
Green Trees Pharmacy (201401047811 (1124000-U))	22 December 2014 Malaysia	RM150,000	47.8	Sales of pharmaceutical products
Sharing Pharmacy (201901009424 (1318752-K))	20 March 2019 Malaysia	RM300,000	47.8	Sales of pharmaceutical products
Simple Life Pharmacy (201901009923 (1319251-T))	22 March 2019 Malaysia	RM600,000	47.8	Sales of pharmaceutical products
Pharmfresh Pharmacy (201901038074 (1347404-M))	21 October 2019 Malaysia	RM400,000	47.8	Sales of pharmaceutical products
Amazinglife Pharmacy (201901038068 (1347398-P))	21 October 2019 Malaysia	RM400,000	47.8	Sales of pharmaceutical products
Nutricient RX (202001005288 (1361608-P))	14 February 2020 Malaysia	RM300,000	47.8	Stores specialised in retail sale of pharmaceuticals, medical and orthopaedic goods
Super Health (202101000809 (1401107-H))	7 January 2021 Malaysia	RM300,000	47.8	Stores specialised in retail sale of pharmaceuticals, medical and orthopaedic goods
Healthy Care Pharmacy (202101019025 (1419325-V))	21 May 2021 Malaysia	RM100,000	47.8	Stores specialised in retail sale of pharmaceuticals, medical and orthopaedic goods

6. INFORMATION ON OUR GROUP (Cont'd)

Name (Registration number)		Date and country of incorporation	Share capital	Effective equity interest (%)	Principal activities
Healthy Point Pharmacy (202301033222 (1527145-T))		24 August 2023 Malaysia	RM100,000	65.7	Stores specialised in retail sale of pharmaceuticals, medical and orthopaedic goods
Wellings Selat (202301014581 (1508503-W))		14 April 2023 Malaysia	RM100,000	55.4	Stores specialised in retail sale of pharmaceuticals, medical and orthopaedic goods
Subsidiaries involved in manufacturing					
Yanling Assets (202301031124 (1525047-D))		10 August 2023 Malaysia	RM57,201,000	90.0	Investment holding and provision of management services
Yanling Holdings (202301026393 (1520316-V))		11 July 2023 Malaysia	RM100	54.0	Investment holding activities
Yanling Natural Hygiene (199401036127 (321810-D))		29 October 1994 Malaysia	RM500,000	54.0	Engaged in the business of manufacturing health products, provide laboratory test, product registration and research and development
Dermarque (200901015186 (858257-A))		25 May 2009 Malaysia	RM250,000	54.0	Engaged in the business of manufacturing of skincare products
E-Pharma (200101021959 (557717-M))		30 August 2001 Malaysia	RM2	54.0	Manufacturing health product
Subsidiaries and associate involved in importing, marketing, distributing and wholesaling					
Aetos Pharma (201901013621 (1322949-D))		18 April 2019 Malaysia	RM1	100.0	Wholesale and distribution of imported and local pharmaceutical, healthcare and cosmetics products
AHC Medical Supplies (200501035219 (717364-D))		6 December 2005 Malaysia	RM2,130,000	60.0	Trading of medical and hospital equipments, pharmaceutical products and services, general trading, investment in shares
Medispec (198501004716 (137156-U))		21 March 1985 Malaysia	RM1,000,000	89.3	Wholesaler and retailer of pharmaceutical products, medical machinery and equipment

6. INFORMATION ON OUR GROUP (Cont'd)

Name (Registration number)	Date and country of incorporation	Share capital	Effective equity interest (%)	Principal activities
Quantum Upstream (201401011997 (1088074-H))	8 April 2014 Malaysia	RM3,000	100.0	Distribute all kind of medication, pharmaceuticals, healthcare and cosmetic products
MP Wellness (202001029352 (1385672-X))	22 September 2020 Malaysia	RM200,000	51.0	To carry on the business of general importers and exporters, general merchant, hire purchase dealers, commission agents, manufacturers agents and representatives, manufacturers, processors, retailers, and wholesaler of and dealers including but not limited to pharmaceutical and any health-related products, food and beverages, commodities, articles, products and merchandise of all kinds in a manufactured, semi-manufactured or raw state and to buy and sell, barter, exchange or otherwise deal in the same. Retail sale of rice
G&A Pharma (201901041597 (1350927-V))	18 November 2019 Malaysia	RM200,000	40.8	To carry on the business of general importers and exporters, general merchant, hire purchase dealers, commission agents, manufacturers agents and representatives, manufacturers, processors, retailers, and wholesaler of and dealers including but not limited to pharmaceutical and any health-related products, food and beverages, commodities, articles, products and merchandise of all kinds in a manufactured, semi-manufactured or raw state and to buy and sell, barter, exchange or otherwise deal in the same, retail of rice

6. INFORMATION ON OUR GROUP (Cont'd)

Name (Registration number)	Date and country of incorporation	Share capital	Effective equity interest (%)	Principal activities
GM Pharma (202001029817 (1386137-M))	24 September 2020 Malaysia	RM800,000	48.5	To carry on the business of general importers and exporters, general merchant, hire purchase dealers, commission agents, manufacturers agents and representatives, manufacturers, processors, retailers and wholesaler of and dealers including but not limited to pharmaceutical and any health-related products, food and beverages, commodities, articles, products and merchandise of all kinds in a manufactured, semi-manufactured or raw state and to buy and sell, barter, exchange or otherwise deal in the same. Retail sale of rice
Asia Healthcare (200801012578 (813866-D))	16 April 2008 Malaysia	RM500,000	54.0	Engaged in business of trading of health and skincare products
Vitamode (200101016010 (551767-A))	29 June 2001 Malaysia	RM2	89.3	Wholesale of pharmaceutical and medical goods
Medispec (S) (201922419N)	11 July 2019 Singapore	SGD100,000	89.3	Dormant. The intended principal activity is wholesale of medicinal and pharmaceutical products and health supplements
Quantum Upstream (Singapore) (202111908E)	5 April 2021 Singapore	SGD1	100.0	Dormant. The intended principal activity is wholesale of medicinal and pharmaceutical products (western); and medicinal, professional, scientific and precision equipment
Golden North Pharmacy (202301014394 (1508316-P))	13 April 2023 Malaysia	RM500,000	65.7	Export and import of biotech pharmaceuticals

6. INFORMATION ON OUR GROUP (Cont'd)

Name (Registration number)	Date and country of incorporation	Share capital	Effective equity interest (%)	Principal activities
Medical Supplies (Sarawak) (198901009283 (186584-V))	12 September 1989 Malaysia	RM400,000	60.0	Marketing and distribution of pharmaceuticals and healthcare products
Axelton Healthcare (202301014110 (1508032-X))	12 April 2023 Malaysia	RM60,002	50.0	Import, sale and distribution of pharmaceutical, medical, cosmetic and related items
Subsidiaries involved in physiotherapy services				
Your Physio (201501010657 (1135992-H))	18 March 2015 Malaysia	RM23,388,998	57.1	Provision of physiotherapy services and rehabilitation centre
Your Physio Southern (202201015930 (1461627-P))	5 May 2022 Malaysia	RM351,000	43.1	Physiotherapy and occupational therapy service
Our Physio (201701035792 (1249963-X))	5 October 2017 Malaysia	RM747,454	40.1	Physiotherapy and occupational therapy service
Spine Sports Stroke Rehab Specialist (201801042710 (1304742-V))	22 November 2018 Malaysia	RM21,853,348	50.7	Physiotherapy and occupational therapy service
Island Rehab Specialist (202301043638 (1537554-D))	3 November 2023 Malaysia	RM1,000	40.1	Physiotherapy and occupational therapy service
PT Pro (202101037432 (1437732-A))	10 November 2021 Malaysia	RM1,000	40.1	Physiotherapy and occupational therapy service
Pakar Fisisio dan Rehabilitasi Anda (202101025773 (1426073-T))	3 August 2021 Malaysia	RM1,000	50.7	Physiotherapy and occupational therapy service
YB Physio (201901036058 (1345388-A))	7 October 2019 Malaysia	RM100	50.7	Physiotherapy and occupational therapy service
Xin Rehab (202301043886 (1537802-P))	6 November 2023 Malaysia	RM1,000	50.7	Physiotherapy and occupational therapy service

6. INFORMATION ON OUR GROUP (Cont'd)

Name (Registration number)	Date and country of incorporation	Share capital	Effective equity interest (%)	Principal activities
Best Physio (202101034126 (1434426-A))	15 October 2021 Malaysia	RM1,000	50.7	1. To provide physiotherapy treatment, hydrotherapy treatment, sport massage therapy and any other therapy treatments to all ages who have medical problems or other health-related conditions, illness or injuries that limit their abilities to move and perform functional activities as well as they would like in their daily lives; and 2. To carry on the business for supplying physiotherapy equipment, supplements and instruments of every description
Your Physio Klang (202301014708 (1508630-T))	17 April 2023 Malaysia	RM1,000	50.7	Physiotherapy and occupational therapy service
Caring Rehab (202301043875 (1537791-W))	6 November 2023 Malaysia	RM1,000	50.7	Physiotherapy and occupational therapy service
YP Physio (202001035186 (1391507-K))	2 November 2020 Malaysia	RM1,000	50.7	Physiotherapy and occupational therapy service
Subsidiaries and associate involved in other services				
LW Medical Associates (200801003327 (804611-T))	29 January 2008 Malaysia	RM50,000	100.0	Provision of medical services
Big Caring Academy (200701021474 (779489-D))	4 July 2007 Malaysia	RM100,000	100.0	To provide training and consultancy services for any business interests and other related activities
Data Flows (202001005774 (1362094-P))	19 February 2020 Malaysia	RM6,000,100	30.1	Provision of software, platforms development and technology consultancy

6. INFORMATION ON OUR GROUP (Cont'd)

Name (Registration number)	Date and country of incorporation	Share capital	Effective equity interest (%)	Principal activities
Horizon Academy (202601010263 (1672361-M))	13 March 2026 Malaysia	RM1,000	57.1	To provide training and consultancy services in physiotherapy and related skills and the company shall have full capacity to carry out its current and intended business objectives
LN Healthcare (202601039896 (1701991-T))	30 September 2026 Malaysia	RM100	70.0	Investment holding company for mental health care business

6. INFORMATION ON OUR GROUP (Cont'd)

Further details of our Material Subsidiaries as at the LPD are as follows:

1. AHC Medical Supplies

AHC Medical Supplies was incorporated in Malaysia under the Companies Act 1965 on 6 December 2005 as a private limited company under its present name and is deemed registered under the Act.

The principal place of business of AHC Medical Supplies is at No. 22A & 22, Lengkok IKS Simpang Empat 1, Taman IKS Simpang Empat, 14100 Simpang Empat, Pulau Pinang.

The issued share capital of AHC Medical Supplies is RM2,130,000 comprising 2,130,000 ordinary shares. There has been no change in the issued share capital of AHC Medical Supplies during the Financial Years Under Review and from 1 July 2026 up to the LPD.

As at the LPD, AHC Medical Supplies does not have (i) any outstanding warrants, options, convertible securities and uncalled capital; and (ii) any subsidiary, associate or joint venture.

2. Big Lucky

Big Lucky was incorporated in Malaysia under the Companies Act 1965 on 6 February 2015 as a private limited company under its present name and is deemed registered under the Act.

The principal place of business of Big Lucky is at No. 48-0 & No. 50-0, Lorong Batu Nilam 4B, Bandar Bukit Tinggi, 41200 Klang, Selangor.

The issued share capital of Big Lucky is RM2,002,130 comprising 2,000,000 ordinary shares. There has been no change in the issued share capital of Big Lucky during the Financial Years Under Review and from 1 July 2026 up to the LPD.

As at the LPD, Big Lucky does not have (i) any outstanding warrants, options, convertible securities and uncalled capital; and (ii) any subsidiary, associate or joint venture.

3. BIG Pharmacy Healthcare

BIG Pharmacy Healthcare was incorporated in Malaysia under the Companies Act 1965 on 5 August 1998 as a private limited company under the name of Exquisite Healthcare Sdn Bhd and is deemed registered under the Act. On 3 November 2015, it changed its name to Redcap Pharmacy Sdn Bhd. On 31 May 2018, it changed its name and assumed its present name.

The principal place of business of BIG Pharmacy Healthcare is at 8, Jalan Astana 3/KU2, Bandar Bukit Raja, 41050 Klang, Selangor.

The issued share capital of BIG Pharmacy Healthcare is RM37,422,400 comprising 22,000,000 ordinary shares. There has been no change in the issued share capital of BIG Pharmacy Healthcare during the Financial Years Under Review and from 1 July 2026 up to the LPD.

As at the LPD, Big Pharmacy Healthcare does not have any outstanding warrants, options, convertible securities and uncalled capital.

As at the LPD, the direct subsidiaries of BIG Pharmacy Healthcare are MY Pharmacy Group and Mercury Wellness, details of which are set out in Section 6.3 of this Prospectus. Save for the above, BIG Pharmacy Healthcare does not have any subsidiary, associate or joint venture as at the LPD.

6. INFORMATION ON OUR GROUP (Cont'd)**4. Caring**

Caring was incorporated in Malaysia under the Companies Act 1965 on 30 July 2012 as a private limited company under its present name and is deemed registered under the Act. On 24 October 2012, Caring was converted into a public limited company and was listed on the Main Market in November 2013. On 8 May 2020, Caring has been delisted and was converted into a private limited company on 23 October 2025.

The principal place of business of Caring is at 8, Jalan Astana 3/KU2, Bandar Bukit Raja, 41050 Klang, Selangor.

The issued share capital of Caring is RM225,108,316 comprising 217,706,400 ordinary shares. There has been no change in the issued share capital of Caring during the Financial Years Under Review and from 1 July 2026 up to the LPD.

As at the LPD, Caring does not have any outstanding warrants, options, convertible securities and uncalled capital.

As at the LPD, the direct subsidiary of Caring is CPRM, details of which are set out in Section 6.3 of this Prospectus. Save for the above, Caring does not have any subsidiary, associate or joint venture as at the LPD.

5. CPRM

CPRM was incorporated in Malaysia under the Companies Act 1965 on 26 December 2006 as a private limited company under its present name and is deemed registered under the Act.

The principal place of business of CPRM is at 8, Jalan Astana 3/KU2, Bandar Bukit Raja, 41050 Klang, Selangor.

The issued share capital of CPRM is RM46,000,000 comprising 13,660,660 ordinary shares. There has been no change in the issued share capital of CPRM during the Financial Years Under Review and from 1 July 2026 up to the LPD.

As at the LPD, CPRM does not have any outstanding warrants, options, convertible securities and uncalled capital.

As at the LPD, the direct subsidiaries of CPRM are Ace Caring, Be Caring, Big Caring Academy, Caring Abundance, Caring Alliance, Caring Clover, Caring Empire, Caring Healthmark, Caring Link, Caring 'N' You, Caring (ABM), Caring (IDR), Caring (JB Molek), Caring (KLP), Caring (MPLS), Caring (SW), Caring Ascend, Caring Rising, Caring T & T, Caring Trinity, Caring Trio, Fuji Acre, Green Surge, Mega Caring, MN Pharmacy, MY Caring, One Caring, Preciouslife Pharmacy, Stay Caring, Sterling Pharmacy, Vertex Pharmacy, Victorie Caring, Viva Caring, Living Glory, WM Caring Pharmacy, Caring Health Solutions, Caring Evergreen, JOM Pharmacy, Caring EStore, Caring Always, Caring (Ampang), Caring (Kinrara), Caring (RS), CPSB, Caring (Shah Alam), Realcare Baby and Organic, TPHP and Wellings Pharmacy; while the associate of CPRM is Data Flows, details of which are set out in Section 6.3 of this Prospectus. Save for the above, CPRM does not have any subsidiary, associate or joint venture as at the LPD.

6. CPSB

CPSB was incorporated in Malaysia under the Companies Act 1965 on 21 April 1994 as a private limited company under its present name and is deemed registered under the Act.

The principal place of business of CPSB is at 8, Jalan Astana 3/KU2, Bandar Bukit Raja, 41050 Klang, Selangor.

6. INFORMATION ON OUR GROUP (Cont'd)

The issued share capital of CPSB is RM2,500,000 comprising 2,500,000 ordinary shares. There has been no change in the issued share capital of CPSB during the Financial Years Under Review and from 1 July 2026 up to the LPD.

As at the LPD, CPSB does not have (i) any outstanding warrants, options, convertible securities and uncalled capital; and (ii) any subsidiary, associate or joint venture.

7. Medispec

Medispec was incorporated in Malaysia under the Companies Act 1965 on 21 March 1985 as a private limited company under the name of Medispec Sdn Bhd and is deemed registered under the Act. On 1 October 1985, it changed its name and assumed its present name.

The principal place of business of Medispec is at Bangunan Medispec, B-1-07, Block B, Jalan SS 25/22, Mayang Avenue, Taman Mayang, 47301 Petaling Jaya, Selangor.

The issued share capital of Medispec is RM1,000,000 comprising 1,000,000 ordinary shares. There has been no change in the issued share capital of Medispec during the Financial Years Under Review and from 1 July 2026 up to the LPD.

As at the LPD, Medispec does not have any outstanding warrants, options, convertible securities and uncalled capital.

As at the LPD, the direct subsidiaries of Medispec are Vitamode and Medispec (S), details of which are set out in Section 6.3 of this Prospectus. Save for the above, Medispec does not have any subsidiary, associate or joint venture as at the LPD.

8. Mercury Wellness

Mercury Wellness was incorporated in Malaysia under the Act on 25 January 2021 as a private limited company under its present name.

Mercury Wellness is principally engaged in investment holding, wholesaling and retailing of pharmaceutical product as well as retail sale of rice. The principal place of business of Mercury Wellness is at No. 63, Jalan Temerloh, 28400 Mentakab, Pahang.

The issued share capital of Mercury Wellness is RM12,021,600 comprising 12,021,600 ordinary shares. There has been no change in the issued share capital of Mercury Wellness during the Financial Years Under Review and from 1 July 2026 up to the LPD.

As at the LPD, Mercury Wellness does not have any outstanding warrants, options, convertible securities and uncalled capital, save for the option disclosed below.

As at the LPD, the direct subsidiaries of Mercury Wellness are MP Wellness, MP Baitul Salam, MYGS Venture, G&A Pharma, G&T Pharma and GM Pharma, details of which are set out in Section 6.3 of this Prospectus. Save for the above, Mercury Wellness does not have any subsidiary, associate or joint venture as at the LPD.

9. MY Pharmacy Group

MY Pharmacy Group was incorporated in Malaysia under the Companies Act 1965 on 22 May 2014 as a private limited company under the name of Life Plus Pharmacy Sdn Bhd and is deemed registered under the Act. On 12 November 2019, it changed and assumed its current name.

The principal place of business of MY Pharmacy Group is at PLO 59 No. 3, Jalan Firma 2/3, Kawasan Perindustrian Tebrau 1, 81100 Johor Bahru, Johor.

6. INFORMATION ON OUR GROUP (Cont'd)

The issued share capital of MY Pharmacy Group is RM24,045,645 comprising 24,045,645 ordinary shares. There has been no change in the issued share capital of MY Pharmacy Group during the Financial Years Under Review and from 1 July 2026 up to the LPD.

As at the LPD, MY Pharmacy Group does not have any outstanding warrants, options, convertible securities and uncalled capital.

As at the LPD, the direct subsidiaries of MY Pharmacy Group are MY (M) and MY (Sentosa), details of which are set out in Section 6.3 of this Prospectus. Save for the above, MY Pharmacy Group does not have any subsidiary, associate or joint venture as at the LPD.

10. Quantum Upstream

Quantum Upstream was incorporated in Malaysia under the Companies Act 1965 on 8 April 2014 as a private limited company under its present name and is deemed registered under the Act.

The principal place of business of Quantum Upstream is at No. 66A-2 Jalan Cerdas, Taman Connaught Cheras, 56000 Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur.

The issued share capital of Quantum Upstream is RM3,000 comprising 3,000 ordinary shares. Save as disclosed below, there has been no change in the issued share capital of Quantum Upstream during the Financial Years Under Review and from 1 July 2026 up to the LPD:

Date of allotment	No. of shares	Consideration	Cumulative issued share capital (RM)
3 April 2025	2,998	Cash	3,000

As at the LPD, Quantum Upstream does not have any outstanding warrants, options, convertible securities and uncalled capital.

As at the LPD, the direct subsidiary of Quantum Upstream is Yanling Assets, details of which are set out in Section 6.3 of this Prospectus. Save for the above, Quantum Upstream does not have any subsidiary, associate or joint venture as at the LPD.

11. TPHP

TPHP was incorporated in Malaysia under the Companies Act 1965 on 10 September 2009 as a private limited company under its present name and is deemed registered under the Act.

The principal place of business of TPHP is at 20-02-15, Garden Ville, Lintang Sungai Ara 7, 11900 Bayan Lepas, Pulau Pinang.

The issued share capital of TPHP is RM7,423,216 comprising 783,194 ordinary shares. There has been no change in the issued share capital of TPHP during the Financial Years Under Review and from 1 July 2026 up to the LPD.

As at the LPD, TPHP does not have any outstanding warrants, options, convertible securities and uncalled capital.

As at the LPD, the direct subsidiary of TPHP is Wellings Pill House, details of which are set out in Section 6.3 of this Prospectus. Save for the above, TPHP does not have any subsidiary, associate or joint venture as at the LPD.

6. INFORMATION ON OUR GROUP (Cont'd)**12. Ting Pharmacy**

Ting Pharmacy was incorporated in Malaysia under the Act on 18 January 2023 as a private limited company under its present name.

The principal place of business of Ting Pharmacy is at No. 23, Lot 101, Ground Floor, Block 233, KNLD, Pekan Batu 7 (Kota Sentosa), 93250 Kuching, Sarawak.

The issued share capital of Ting Pharmacy is RM9,348,922 comprising 1,000,100 ordinary shares. Save as disclosed below, there has been no change in the issued share capital of Ting Pharmacy during the Financial Years Under Review and from 1 July 2026 up to the LPD:

Date of allotment	No. of shares	Consideration	Cumulative issued share capital (RM)
18 July 2023	674,979	Otherwise than cash	5,953,415
18 July 2023	24,849	Otherwise than cash	6,277,943
18 July 2023	38,078	Otherwise than cash	6,776,003
18 July 2023	30,329	Otherwise than cash	7,287,350
18 July 2023	10,000	Otherwise than cash	7,671,750
18 July 2023	32,242	Otherwise than cash	8,024,155
18 July 2023	24,138	Otherwise than cash	8,361,363
18 July 2023	31,363	Otherwise than cash	8,700,710
18 July 2023	30,135	Otherwise than cash	9,198,842
18 July 2023	47,708	Otherwise than cash	9,681,170
18 July 2023	29,727	Otherwise than cash	10,134,209
18 July 2023	26,452	Otherwise than cash	10,344,767 ⁽¹⁾

Note:

- (1) Pursuant to the capital reduction exercise on 23 April 2024, the share capital of Ting Pharmacy has been reduced from RM10,344,767 to RM9,348,922.

As at the LPD, Ting Pharmacy does not have (i) any outstanding warrants, options, convertible securities and uncalled capital; and (ii) any subsidiary, associate or joint venture.

13. Wellings Pharmacy

Wellings Pharmacy was incorporated in Malaysia under the Companies Act 1965 on 3 August 2007 as a private limited company under its present name and is deemed registered under the Act.

The principal place of business of Wellings Pharmacy is at No. 368-1-12, 12A, 14 & 15, Bellisa Row, Jalan Burma, Pulau Tikus, 10350 Georgetown, Pulau Pinang.

The issued share capital of Wellings Pharmacy is RM1,000,000 comprising 1,000,000 ordinary shares. There has been no change in the issued share capital of Wellings Pharmacy during the Financial Years Under Review and from 1 July 2026 up to the LPD.

As at the LPD, Wellings Pharmacy does not have any outstanding warrants, options, convertible securities and uncalled capital.

As at the LPD, the direct subsidiary of Wellings Pharmacy is Wellings Selat, details of which are set out in Section 6.3 of this Prospectus. Save for the above, Wellings Pharmacy does not have any subsidiary, associate or joint venture as at the LPD.

6. INFORMATION ON OUR GROUP (Cont'd)**14. Yanling Assets**

Yanling Assets was incorporated in Malaysia under the Act on 10 August 2023 as a private limited company under its present name.

The principal place of business of Yanling Assets is at 8, Jalan Astana 3/KU2, Bandar Bukit Raja, 41050 Klang, Selangor.

The issued share capital of Yanling Assets is RM57,201,000 comprising 57,201,000 ordinary shares. Save as disclosed below, there has been no change in the issued share capital of Yanling Assets during the Financial Years Under Review and from 1 July 2026 up to the LPD:

Date of allotment	No. of shares	Consideration	Cumulative issued share capital (RM)
26 September 2023	999	Cash	1,000
4 December 2023	8,509,500	Cash	8,510,500
4 December 2023	46,390,500	Otherwise than cash	54,901,000
27 February 2025	2,300,000	Cash	57,201,000

As at the LPD, Yanling Assets does not have any outstanding warrants, options, convertible securities and uncalled capital.

As at the LPD, the direct subsidiary of Yanling Assets is Yanling Holdings, details of which are set out in Section 6.3 of this Prospectus. Save for the above, Yanling Assets does not have any subsidiary, associate or joint venture as at the LPD.

15. Yanling Natural Hygiene

Yanling Natural Hygiene was incorporated in Malaysia under the Companies Act 1965 on 29 October 1994 as a private limited company under its present name and is deemed registered under the Act.

The principal place of business of Yanling Natural Hygiene is at No. 16 & 18, Jalan SB Jaya 11, Taman Industri SB Jaya, 47000 Sungai Buloh, Selangor.

The issued share capital of Yanling Natural Hygiene is RM500,000 comprising 500,000 ordinary shares. There has been no change in the issued share capital of Yanling Natural Hygiene during the Financial Years Under Review and from 1 July 2026 up to the LPD.

As at the LPD, Yanling Natural Hygiene does not have (i) any outstanding warrants, options, convertible securities and uncalled capital; and (ii) any subsidiary, associate or joint venture.

6. INFORMATION ON OUR GROUP (Cont'd)

Save as disclosed below, as at the LPD, our Subsidiaries do not have any outstanding warrants, options, convertible securities and uncalled capital in relation to the equity interest in our Subsidiaries:

<u>Option</u>	<u>Underlying equity interest</u>	<u>Basis of determining the option / exercise price</u>	<u>Exercise period per the agreement</u>	<u>Settlement terms</u>	<u>Status as at the LPD</u>
<u>Outstanding</u>					
Our Company may require the remaining minority shareholders of Big Pharmacy Avenue, BP (Perak) and Big KL (collectively the " Minority Shareholders ") to sell all of their shares in Big Pharmacy Avenue, BP (Perak) and Big KL to our Company pursuant to a call option (" BCG Call Option ")	(i) 6.0% equity interest in Big Pharmacy Avenue; (ii) 9.0% equity interest in BP (Perak); and (iii) 9.4% equity interest in Big KL	Higher of: (i) the applicable PE Multiple of Big Pharmacy Avenue, BP (Perak) and Big KL, ranging from 1.0 to 5.0 times, depending on the number of years the Minority Shareholders have remained as shareholders from the date of the relevant agreement; or (ii) the value of the net tangible assets of Big Pharmacy Avenue, BP (Perak) and Big KL, as reflected in the latest audited accounts of the respective companies	The BCG Call Option is perpetual and exercisable at any time by our Company with the transfer to be completed within 30 days of the written notice issued by us	Cash consideration for the purchase of shares by our Company	Not exercised
Yanling Assets, our subsidiary, has granted the remaining shareholders of Yanling Holdings the option to sell all of their shares in Yanling Holdings to Yanling Assets pursuant to a put option (" Yanling Put Option ")	40.0% equity interest in Yanling Holdings	The stakes percentage (40.0%) multiplied by 15.0 times of the PAT attributable to the owners, excluding one-off, non-recurring, non-operating, extraordinary items (including but not limited to intercompany profits and any adjustments arising from the adoption of latest accounting standards) of the latest consolidated audited accounts of Yanling Holdings available during the exercise period	Between November 2026 and January 2027	Cash consideration for the purchase of shares by Yanling Assets	Not exercised

6. INFORMATION ON OUR GROUP (Cont'd)

Option	Underlying equity interest	Basis of determining the option / exercise price	Exercise period per the agreement	Settlement terms	Status as at the LPD
BIG Pharmacy Healthcare, our subsidiary, has granted Mercury Ventures Sdn Bhd (" MVSB ") the option to sell up to 10.0% of MVSB's shares in Mercury Wellness or such other percentage as mutually agreed by the shareholders to BIG Pharmacy Healthcare upon our Listing pursuant to a put option (" Mercury Put Option ")	Up to 10.0% of MVSB's shares in Mercury Wellness or such other percentage as mutually agreed by the shareholders (i.e. up to 49.0% of shares in Mercury Wellness held by MVSB) (" Option Shares ")	The stakes percentage of the Option Shares multiplied by 15.0 times of the consolidated audited profit after tax and minority interest, as adjusted to exclude items of a non-recurring nature such as goodwill, extraordinary gains or losses, and gains or losses from the sale of property and other non-pharmacy related businesses of Mercury Wellness' group of companies for the financial year end immediately preceding the time of the exercise of the Mercury Put Option	During the six-month period prior to our Listing	Cash consideration for the purchase of shares by BIG Pharmacy Healthcare	<p>Not exercised.</p> <p>Notwithstanding the exercise period set out in the agreement, MVSB has on 8 January 2026 irrevocably and unconditionally undertaken to not exercise the Mercury Put Option at any time prior to the completion of our Listing, and has acknowledged and agreed that the Mercury Put Option, if exercised, may only be exercised following the completion of our Listing.</p> <p>The Mercury Put Option will be exercisable at any time following our Listing and shall continue in perpetuity as long as the agreement remains valid and subsisting.</p>

6. INFORMATION ON OUR GROUP (Cont'd)

<u>Option</u>	<u>Underlying equity interest</u>	<u>Basis of determining the option / exercise price</u>	<u>Exercise period per the agreement</u>	<u>Settlement terms</u>	<u>Status as at the LPD</u>
<u>Completed</u>					
CPRM, our subsidiary, has granted the remaining shareholders of TPHP and Wellings Pharmacy the option to sell their shares in TPHP and Wellings Pharmacy to CPRM pursuant to a put option (" Caring Put Option ")	(i) 26.8% equity interest in TPHP; and (ii) 32.4% equity interest in Wellings Pharmacy	The audited consolidated profit after tax and minority interest for the latest financial year of TPHP or Wellings Pharmacy as at the prevailing time before the Caring Put Option is exercised, multiplied by a price-to-earnings multiple of 10.0 times	Not applicable as the Caring Put Option has been exercised	Cash consideration for the purchase of shares by CPRM, funded entirely via internally generated funds	The Caring Put Option had been exercised in respect of TPHP and Wellings Pharmacy for approximately RM37.4 million and RM40.3 million, respectively. Accordingly, as at the LPD, CPRM holds 93.8% and 92.4% equity interests in TPHP and Wellings Pharmacy, respectively.

6.4 PUBLIC TAKE-OVERS

During the last financial year and from 1 July 2026 up to the 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 Company in respect of other companies' securities.

7. BUSINESS OVERVIEW

7.1 OVERVIEW

We are Malaysia's leading retail pharmacy chain, ranked highest by revenue, number of licensed pharmacies and number of licensed pharmacists, and we are the only pharmacy retailer with a presence in all 13 states and three Federal Territories in Malaysia, according to the IMR. Founded in 2006, our first retail outlet opened in Damansara Uptown, a commercial hub located within Damansara Utama, Petaling Jaya, Selangor, and we have since become Malaysia's fastest-growing licensed pharmacy through a combination of organic expansion and strategic acquisitions, leading the industry in terms of new licensed pharmacies added from December 2021 up to the LPD, and achieving the highest revenue CAGR among key market players in the latest three financial years.

As at the LPD, we operate 668 retail outlets in Malaysia, of which 660 are licensed pharmacies, under recognised pharmacy brands such as "BIG Pharmacy", "CARiNG Pharmacy", "Georgetown Pharmacy", "Wellings Pharmacy", "Ting Pharmacy" and "iCare Pharmacy".

We are the only vertically integrated player among organised chains with operations in the manufacturing, importing, marketing, distributing and wholesaling of healthcare, pharmaceutical and nutraceutical products as well as the provision of physiotherapy, tele-consultation and other healthcare-related services as at the LPD, according to the IMR. We manufacture a diverse range of formulations of pharmaceutical products, health supplements and traditional medicines. In addition, we import, market, distribute and wholesale a variety of pharmaceutical products, medicines, nutraceutical products, medical devices, herbal and supplement products, and rehabilitation equipment. These complementary businesses, together with our established retail presence, enable us to broaden our product offerings, achieve operational scale and expand our margins.

Our business comprises two operating segments:

- (i) **Retail:** sale of pharmaceutical, healthcare, beauty, general merchandise and other related products through our network of retail outlets, e-commerce platforms, and corporate sales channels; and
- (ii) **Others:** manufacturing, importing, marketing, distributing and wholesaling of healthcare, pharmaceutical and nutraceutical products as well as the provision of physiotherapy, tele-consultation and other healthcare-related services.

Our retail segment

Our retail segment is our core business and largest operating segment by revenue, contributing approximately 98.1%, 97.3%, 96.2% and 92.9% of our total revenue for the FYE 2023, FYE 2024, FYE 2025 and FYE 2026 respectively. Under our retail segment, we sell pharmaceutical, healthcare, beauty, general merchandise and other related products through our network of retail outlets, e-commerce platforms, and corporate sales channels.

We have a network of 668 retail outlets across Malaysia as at the LPD. We operate our retail outlets under our portfolio of retail pharmacy brands, namely "BIG Pharmacy", "CARiNG Pharmacy", "Georgetown Pharmacy", "Wellings Pharmacy", "Ting Pharmacy" and "iCare Pharmacy", which cater to a variety of customer segments and geographical markets. We also sell our products (except scheduled drugs regulated under the Poisons Act 1952) through our own E-Stores and through Marketplaces. Our corporate sales channels include the sale of our products to consumers through arrangements entered into with corporate employers, third-party healthcare administrators and medical and healthcare insurance providers.

We generally have at least one licensed pharmacist at our licensed pharmacies throughout operating hours to fulfil prescriptions, dispense medicine and provide pharmacy services. We have the largest number of licensed pharmacists in Malaysia as at the LPD, according to the IMR.

7. BUSINESS OVERVIEW (Cont'd)

Our others segment

Our others segment contributed to approximately 1.9%, 2.7%, 3.8% and 7.1% of our Group's total revenue for the FYE 2023, FYE 2024, FYE 2025 and FYE 2026 respectively. According to the IMR, we are the only vertically integrated player amongst organised chains with operations in the manufacturing, importing, marketing, distributing, and wholesaling of healthcare, pharmaceutical, and nutraceutical products as well as the provision of physiotherapy, tele-consultation and other healthcare-related services as at the LPD.

We manufacture a diverse range of formulations for pharmaceutical products, health supplements and traditional medicines, carried out through Yanling.

We import, market, distribute and wholesale a variety of pharmaceutical products, medicines, nutraceutical products, medical devices, herbal and supplement products, and rehabilitation products to hospitals, clinics and pharmacies, and other healthcare providers, mainly carried out through Medispec, Quantum Upstream and Aetos Pharma, with Medispec being the largest. We also offer physiotherapy services through our 27 physiotherapy centres, 137 physiotherapists and 173 bay beds mainly under Your Physio as at the LPD. In addition, we provide tele-consultation and electronic prescription services through our integrated digital health platform, MyHA.

7.1.1 History and key milestones

The history of our Group can be traced back to 2006, when our co-founders, namely, Lee Meng Chuan and Lim Sin Yin opened our first retail outlet in Damansara Uptown (a commercial hub located within Damansara Utama, Petaling Jaya, Selangor). Lee Meng Chuan and Lim Sin Yin continued to grow our retail pharmacy business organically within Klang Valley. From 2018 onwards, we expanded our retail outlet network across Peninsular and East Malaysia by acquiring various groups of entities and retail pharmacy assets. These acquisitions include RedCap Pharmacy Sdn Bhd ("**RedCap Pharmacy**"), MY Pharmacy Group, Mercury Wellness and Caring. In 2018, IPSB became our major shareholder following our acquisition of RedCap Pharmacy. As at the LPD, we operate 668 retail outlets across Malaysia under the "BIG Pharmacy", "CARiNG Pharmacy", "Wellings Pharmacy", "Georgetown Pharmacy", "Ting Pharmacy" and "iCare Pharmacy" brands.

Caring was founded when its first retail outlet was opened in 1994. Caring was listed on the Main Market of Bursa Securities in November 2013. On 14 February 2020, the Board of Directors of Caring received a notice in relation to a mandatory take-over offer from SEM ("**Mandatory Offer**"). Following the Mandatory Offer that closed on 10 April 2020, Caring was privatised and delisted from the Main Market on 8 May 2020. After Caring's delisting and prior to the Caring Acquisition in December 2023, Caring continued to grow its retail outlet network by acquiring various entities and assets which operated the "Georgetown Pharmacy", "Wellings Pharmacy", and "JOM Pharmacy" retail brands.

Integration after the Caring Acquisition

Following the completion of the Caring Acquisition in December 2023, we have completed various integration initiatives as follows:

(i) **Branding, store formats, and operating standards**

We have retained the "CARiNG Pharmacy", "Georgetown Pharmacy" and "Wellings Pharmacy" brands to leverage on their respective brand equity to target specific customer segments and catchment areas. We have also retained the store formats of the retail outlets that we have acquired. Please refer to Section 7.2.1 of this Prospectus for more information on the brand equity of our retail outlet brands.

7. BUSINESS OVERVIEW (Cont'd)

We have standardised our store-level operating procedures across all of our retail outlets to ensure consistent service quality, compliance, and operational efficiency across our enlarged retail outlet network. These include standard operating procedures relating to retail operations and service standards, regulatory compliance in the dispensing and handling of pharmaceutical products, and inventory management and stock control.

We also undertook a one-off outlet rationalisation exercise to address overlapping catchment areas and underperforming retail outlets, resulting in the closure of 24 retail outlets during the FYE 2024 (comprising six "BIG Pharmacy", 13 "CARiNG Pharmacy", four "Georgetown Pharmacy" and one "Ting Pharmacy" retail outlets).

(ii) IT systems and infrastructure

We have completed the migration of the Caring Group's systems onto our SAP enterprise resource planning systems on 1 January 2025. The full integration process took approximately one year, resulting in the centralisation of the enlarged Group's data management and the integration of core business functions, such as inventory management, finance, procurement and human resources.

During this integration process, we successfully overcame challenges such as the consolidation of data across two different systems while operations were concurrently maintained.

(iii) Supply chain and inventory management

We consolidated our warehousing, inventory, transportation, management and procurement functions under CPRM. As at the LPD, 31.7% of our total retail inventory was stored at BRDC, which distributes inventory to the majority of our retail outlets across Malaysia and to our other satellite distribution centres. We also consolidated our operations in three satellite distribution centres located in Penang, Johor and Sarawak to support our regional distribution, to optimise delivery lead time and to ensure adequate logistic coverage across Malaysia. Please refer to Section 7.7 of this Prospectus for further details on our supply chain management and distribution network.

(iv) Product portfolio, pricing and promotional strategies

We have identified overlapping products and discontinued the underperforming or duplicative SKUs to maintain a more efficient and consistent product portfolio across our retail pharmacy brands. We currently operate under a unified product management function, under which our category managers periodically monitor market prices and review the positioning of our products to further customise our product mix to the needs of our respective target customer segments.

We have aligned our pricing strategy across our retail pharmacy brands to provide our customers with an attractive price-to-quality product offering by considering, among others, each retail outlet's geographical location, store format, store size, brand positioning, store density, local competition, and target customer demographic. We have also consolidated our marketing function under our enlarged Group's marketing department to drive our overall marketing strategy. However, we have also retained our dedicated marketing teams for each brand to allow flexibility in our brand-level marketing activities.

We have maintained operational continuity and service standards across all acquired retail outlets during the integration process of the Caring Group with our Group. The founders and key management of Caring, including Chong Yeow Siang (co-founder of Caring), remain actively involved in our Group's operations. Following our completion of the above, we will continue to undertake business improvement measures over time to improve our overall operational efficiency and profitability. Please refer to Section 7.3 of this Prospectus for more details on our future plans and strategies.

7. BUSINESS OVERVIEW (Cont'd)

We have also expanded our operations to various segments across the pharmaceutical and healthcare value chain including manufacturing, importing, marketing, distributing and wholesaling of healthcare, pharmaceutical and nutraceutical products. We undertook these acquisitions to improve the resilience of our supply chain, diversify our revenue sources, and provide a more diverse product offering to our customers.

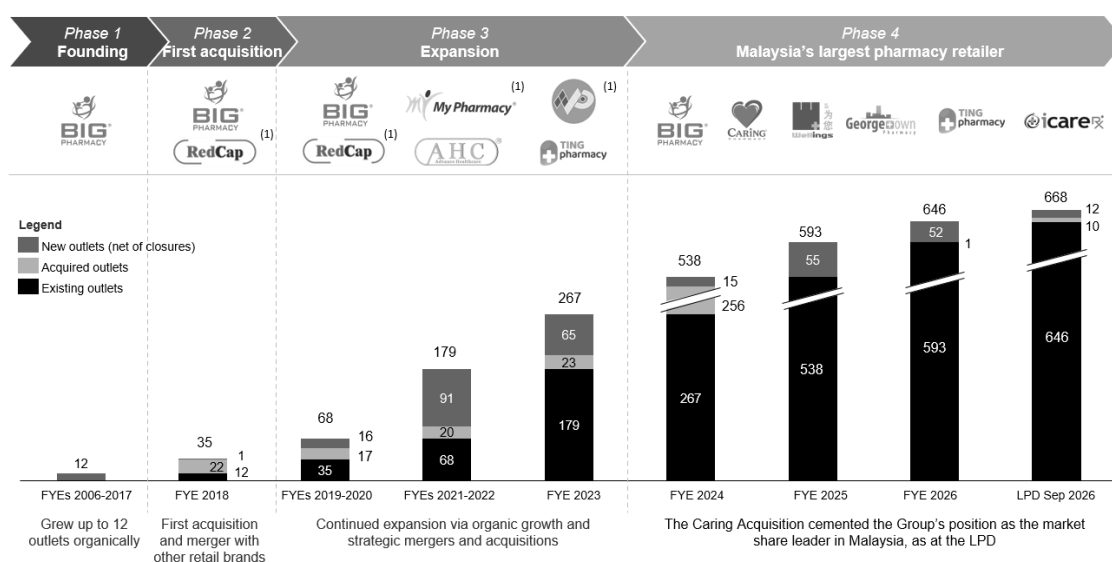
A summary of our key events and milestones in the history and development of our business is as follows:

FYE	Key Events and Milestones
2006	Our business was founded and we opened our first retail outlet in Damansara Uptown, a commercial hub located within Damansara Utama, Petaling Jaya, Selangor.
2017	Our business grew to 12 retail outlets in Klang Valley between 2006 and 2017.
2018	Expanded our footprint beyond Klang Valley to Johor to target tourists and customers predominantly from Singapore through the acquisition of and merger with RedCap Pharmacy, which added 22 retail outlets to our Group.
2020	Further expanded our retail outlet network in Johor through the acquisition of MY Pharmacy Group, which added 17 retail outlets to our Group.
2022	<ul style="list-style-type: none"> Expanded our footprint into the East Coast of Malaysia through the acquisition of 51.0% equity interest in Mercury Wellness, which added 15 retail outlets to our Group. Diversified our business to include distribution of medical equipment and rehabilitation products through the acquisition of 60.0% equity interest in AHC Medical Supplies, which added one retail outlet to our Group.
2023	Completed the acquisition of 70% equity interest in Ting Pharmacy for a cash consideration of approximately RM28.0 million, which added 16 retail outlets to our network in East Malaysia.
2024	<ul style="list-style-type: none"> Grew our portfolio of retail pharmacy brands to include "CARiNG Pharmacy", "Georgetown Pharmacy" and "Wellings Pharmacy" through the Caring Acquisition for a cash consideration of approximately RM888.3 million, which added 256 retail outlets to our Group. Diversified and integrated our business to include manufacturing of pharmaceutical, nutraceutical and other healthcare products through the Yanling Acquisition for a cash consideration of RM63.0 million. We changed our name to Big Caring Group Sdn Bhd following the Caring Acquisition.
2025	<ul style="list-style-type: none"> Expanded our capabilities in importing, marketing, distributing and wholesaling of pharmaceutical products, medicines, nutraceutical products, medical devices, herbal and supplement products through the Medispec Acquisition for a cash consideration of approximately RM249.4 million. We transitioned warehousing and inventory management for retail outlets across all our pharmacy brands to BRDC, a centralised and semi-automated distribution centre in Bukit Raja, Klang. We acquired 57.1% equity interest in Your Physio, which introduced the provision of physiotherapy services to our business for a cash consideration of approximately RM32.8 million.

7. BUSINESS OVERVIEW (Cont'd)

FYE	Key Events and Milestones
2026	<ul style="list-style-type: none"> We acquired additional equity interests of 26.8% and 32.4% in TPHP and Wellings Pharmacy, for a cash consideration of approximately RM37.4 million and RM40.3 million respectively, pursuant to the exercise of the Caring Put Option (as defined in Section 6.3 of this Prospectus).
2027	<ul style="list-style-type: none"> Completed the acquisition of the businesses and assets of the "iCare Pharmacy" brand for a cash consideration of approximately RM32.5 million. We entered into the YMS SPA for the acquisition of 96.0% equity interest in YMS, a Singapore-based wholesaler and retailer of medical goods.

The growth of our retail outlet network and retail pharmacy brands from the FYE 2006 up to the LPD is as below⁽²⁾:



Notes:

- These retail pharmacy brands have been rebranded to "BIG Pharmacy" as at the LPD.
- The number of acquired outlets includes smaller acquisitions of independent pharmacies which are not specifically highlighted in the summary of key events and milestones of our Group.

7.2 COMPETITIVE STRENGTHS

7.2.1 Malaysia's largest pharmacy retailer with a portfolio of well-established brands

Market leadership

We are Malaysia's leading organised chain retail pharmacy, ranked highest by revenue, number of licensed pharmacies and number of licensed pharmacists, and we are the only pharmacy retailer located in all 13 states and three Federal Territories in Malaysia, according to the IMR. Our estimated market share in the retail pharmacy industry in Malaysia based on revenue was 24.2% in 2025. Our extensive retail network has grown both organically and through strategic acquisitions. As at the LPD, we own and operate 668 retail outlets across Malaysia.

7. BUSINESS OVERVIEW (Cont'd)

In addition, we have access to a wide network of distribution points spanning across other resellers and healthcare channels including clinics, hospitals, and other healthcare providers as at the LPD. We also serve consumers through our e-commerce channels and arrangements entered into with corporate employers, third-party healthcare administrators and medical and healthcare insurance providers, fulfilling the medication needs of corporate employees through our corporate channels.

Please also refer to the IMR Report as set out in Section 8 of this Prospectus for further details on our market position based on market share by revenue, retail outlet count, number of licensed pharmacists and revenue per retail outlet.

Strong brand equity

According to the IMR, one of the key drivers for the expansion of the retail pharmacy industry in Malaysia is established brand recognition. We have established our market-leading position through our portfolio of retail pharmacy brands, each strategically positioned to serve distinct customer segments and catchment areas. Our "BIG Pharmacy" retail outlets are primarily located in high-density commercial and residential areas, offering high accessibility and convenience while catering to the needs of surrounding local communities. "BIG Pharmacy" retail outlets are generally larger in size providing more floor space for elderly care and rehabilitation products. On the other hand, a larger number of "CARiNG Pharmacy" retail outlets are situated in complexes and shopping malls compared to "BIG Pharmacy" retail outlets targeting higher footfall, younger customers and families, with a focus on "Mom and Baby" and beauty products. Our other brands, "Georgetown Pharmacy", "Wellings Pharmacy", "Ting Pharmacy" and "iCare Pharmacy", are long-standing and reputable brands in their respective markets. For instance, "Wellings Pharmacy" targets customers in the medical tourism segment and has outlets strategically located near major hospitals and clinics in Penang and Melaka, "Ting Pharmacy" targets customers located in East Malaysia, "Georgetown Pharmacy" targets customers in the Northern region of Malaysia, and "iCare Pharmacy" targets customers predominantly in Perak and Sabah.

Our market leadership is further underscored by our strong brand equity and recognition, as evidenced by the numerous awards and accolades received in recent years. These include, among others, the Malaysian Pharmacists Society Excellence Awards 2026, the Putra Aria Brand Awards 2025 (Gold in Retail Category for BIG Pharmacy) and the Putra Brand Awards 2025 (Bronze in Retail Category for CARiNG Pharmacy). Please refer to Section 7.23 of this Prospectus for further details on our awards and recognition.

Customer value proposition

Our customer value proposition is built on an extensive and diverse product offering as well as pharmaceutical services designed to support customers' healthcare needs. As at the LPD, we have a total of approximately 25,000 active SKUs, offering customers access to a comprehensive selection of pharmaceutical, healthcare, beauty, general merchandise and other products to meet customers' evolving needs. This breadth of offering is complemented by our omni-channel retail platform, which includes a comprehensive network of 668 retail outlets across Malaysia, e-commerce platforms, and corporate sales channels, allowing us to reach a wide spectrum of customers. Our product selection is managed by dedicated category managers who continuously review and optimise the product mix based on product quality, price and manufacturers' feedback regarding their best-selling products.

7. BUSINESS OVERVIEW (Cont'd)

Our licensed pharmacies are generally staffed by at least one licensed pharmacist throughout operating hours, enabling us to offer professional pharmaceutical advice and personalised healthcare consultations to our customers. We have a pool of more than 1,200 pharmacists as at the LPD, of which 715 are licensed pharmacists. As at the LPD, our Group has the most licensed pharmacists in Malaysia. This helps to foster strong customer relationships and loyalty by ensuring that customers receive tailored pharmaceutical advice and support for their health and wellness needs. In addition to in-store services, we also offer tele-consultation and electronic prescription through our integrated digital health platform, MyHA, which provides our customers with an integrated healthcare experience. Our customer-centric focus is further reinforced by our membership programmes and the use of data analytics, which enable us to better curate product mix and execute targeted marketing and customer engagement activities to promote customer loyalty and increase value per transaction and overall transaction count.

7.2.2 Well-positioned to benefit from favourable healthcare industry tailwinds in Malaysia

According to the IMR, the health and beauty segment in Malaysia expanded at an estimated CAGR of 11.9% from 2020 to 2025 and is expected to further grow at a CAGR of 8.6% from 2025 to 2030. The retail pharmacy sub-segment accounted for an estimated 49.4% of the health and beauty segment in 2025. Within the retail pharmacy industry, the organised chains expanded faster by sales value at a CAGR of 21.0% (compared to the overall retail pharmacy industry at a CAGR of 13.2%) from 2020 to 2025 and is expected to continue growing at a CAGR of 12.1% from 2025 to 2030. The expected growth in the retail pharmacy industry in Malaysia is supported by key growth drivers including an ageing population, a resilient economic outlook, rising healthcare expenditure, the expanding role of retail pharmacies, and supportive government policies. We expect that our nationwide retail outlet network will allow us to benefit from these favourable industry trends.

According to the IMR, the number of retail pharmacies per million population in Malaysia is underpenetrated as compared to other Southeast Asia countries (such as the Philippines, Thailand and Vietnam) and developed countries (such as the United States and United Kingdom). This suggests that the Malaysian market presents opportunities for further growth towards levels observed in those countries. The retail pharmacy market in Malaysia also remains fragmented, with organised chains accounting for approximately 51.9% of the retail pharmacy market in Malaysia as at the LPD in terms of outlet count, which is lower compared to other developed countries. This presents opportunities for further consolidation of the market and headroom for our growth. The growth potential in Malaysia's retail pharmacy sector is further evidenced by the low pharmacists-to-population ratio of 6.8 pharmacists per 10,000 population in Malaysia in 2024, which is below the average of high-income countries at 12.1 pharmacists per 10,000 population in 2024. In addition, the potential for market growth is also supported by the increasing importance of pharmacies at the community level. According to the IMR, retail pharmacies are increasingly becoming the first point-of-care, playing a critical role in enhancing access to healthcare, offering widespread coverage over more accessible locations, and shorter waiting times for patients. Retail pharmacies play a vital role in prescription fulfilment, especially for patients with chronic conditions who require regular medication, by offering wider access, convenience, and shorter wait times compared to hospitals and clinics. With our position as Malaysia's leading retail pharmacy chain by revenue, number of licensed pharmacies, and number of licensed pharmacists, we are well-positioned to benefit from the potential growth of the retail pharmacy sector in Malaysia.

Further, according to the IMR, 53.0% of global consumers are increasingly turning to own-brand products due to their high quality and lower price points. The acquisition of Yanling has allowed us to manufacture our own-brand products in-house and the acquisition of Medispec has also expanded our own-brand product offerings. As such, the Yanling Acquisition and the Medispec Acquisition have enhanced our retail pharmacy offerings, especially of our own-brand products, and enabled us to leverage the above emerging market trends through expanded manufacturing, importing, marketing, distributing and wholesaling capabilities.

7. BUSINESS OVERVIEW (Cont'd)

7.2.3 Fastest growing retail pharmacy chain in Malaysia enabled by both organic and acquisitional growth

Established track record of organic retail outlet expansion

We draw on our operational experience and established processes to drive rapid and efficient expansion of our retail outlet network.

Our expansion is supported by a scalable modular framework and a standardised outlet retail opening process to enable efficient retail outlet rollout. Our business development team adopts a data-driven site selection approach that combines market analytics, demographic insights, and competitor mapping to identify and secure optimal locations for new retail outlets. The approach is complemented by our area managers who may suggest potential sites to our business development team from time to time, as well as third-party real estate agents who provide new site proposals to our business development team. This process has allowed our Group to launch new retail outlets efficiently, and we target to complete our site implementation process within approximately 30 days from the date of our signing a lease / tenancy. Our retail outlet operations are then supported by a RSO team, which centrally manages all our retail outlets including overseeing inventory, staffing and marketing. Please refer to Section 7.4.3.1(b) of this Prospectus for further details on our retail outlet opening process.

A key enabler of our expansion has been our ability to attract and recruit pharmacists to support growth of our retail outlet network. We offer our pharmacists structured in-house training programs, performance-based incentive programmes and opportunities for managerial positions. The total number of pharmacists for our Group (excluding the Caring Group) increased by 27.9%, from 566 in the FYE 2023 to 724 in the FYE 2026. Concurrently, the total number of pharmacists for our Group (including the Caring Group) increased by 20.4%, from 1,081 in the FYE 2023 to 1,302 in the FYE 2026.

Proven track record of mergers and acquisitions

We have established a proven track record of strategic mergers and acquisitions, which have been instrumental in expanding our nationwide retail outlet footprint and supporting our leading market share in the Malaysian retail pharmacy industry. Since 2018, we have expanded our retail outlet network beyond Klang Valley to across Peninsular and East Malaysia by acquiring various groups of entities and retail pharmacy assets which include our acquisition of equity interest in RedCap Pharmacy, MY Pharmacy Group, Mercury Wellness and Caring as well as acquisition of pharmacy assets of Ting Pharmacy and iCare Pharmacy. According to the IMR Report, the Caring Acquisition cemented our position as the market share leader in Malaysia and enhanced our reach and market penetration in Malaysia as Caring operates the "CARiNG Pharmacy", "Georgetown Pharmacy" and "Wellings Pharmacy" brands. These acquisitions have helped us to achieve greater operational efficiency and supply chain optimisation through larger buying volumes and enabling us to secure more attractive terms from suppliers and Brand Principals. These have translated to improved GP margin, total income margin and EBITDA margin for our Group. Please refer to Section 12.2.2(i) of this Prospectus for further details on the impact of the acquisitions, in particular the Caring Acquisition, on our financial condition and results of operations over the Financial Years Under Review.

Our acquisition strategy has extended beyond horizontal expansion of our retail operations to expanding our capabilities vertically across the pharmaceutical and healthcare value chain. This improves the resilience of our supply chain, diversifies our revenue sources and provides a more diverse product offering to our customers. The Yanling Acquisition in 2023 and the Medispec Acquisition in 2025 enabled us to integrate and expand our capabilities in manufacturing, importing, marketing, distributing and wholesaling of healthcare, pharmaceutical and nutraceutical products. The acquisition of Your Physio in 2025 accords us the ability to explore further synergies between our retail pharmacy and physiotherapy operations such as co-location of retail outlets with physiotherapy centres (for example on different floors or with clear demarcation of space), cross-referrals and collaborative care between pharmacists and physiotherapists.

7. BUSINESS OVERVIEW (Cont'd)

7.2.4 Capabilities across the pharmaceutical and healthcare value chain

With the completion of the Yanling Acquisition, we have expanded our operations to include the manufacturing of pharmaceutical and nutraceutical products and with the completion of the Medispec Acquisition, we have further expanded our capabilities in importing, marketing, distributing and wholesaling of pharmaceutical and nutraceutical products and related healthcare goods. According to the IMR, we are the only pharmacy retailer in Malaysia that has vertically integrated capabilities in the manufacturing, importing, marketing, distributing and wholesaling of healthcare, pharmaceutical and nutraceutical products as well as the provision of physiotherapy, tele-consultation and other healthcare-related services as at the LPD.

Strong upstream manufacturing capabilities

Yanling's manufacturing capabilities provide an opportunity to diversify our business and revenue streams, which enable us to better serve our customer base and respond dynamically to market demands. Yanling's production capabilities encompass nutraceutical and OTC drugs across various dosage forms, serving over 120 clients with more than 800 registered products as at the LPD. This vertical integration also enhances our ability to manage supply chain risks and capture value in the pharmacy supply chain beyond retail operations.

Our manufacturing platform provides us the ability to improve the customisation of our own-brand product offerings which are tailored to local demand, leveraging on customer feedback to our product development team. Our own-brand products contributed to approximately 12.4% of our retail revenue for the FYE 2026.

Strong procurement capabilities backed by trusted supplier relationships

Our strong procurement capabilities are underpinned by a dedicated product procurement team that oversees our product procurement process and manages relationships with our suppliers and Brand Principals. We have established relationships with a wide network of suppliers, including distributors, manufacturers, as well as Brand Principals which are leading global pharmaceutical companies such as Pfizer, AstraZeneca and Novartis.

In addition, through Medispec, we import and distribute generic drugs from 43 foreign pharmaceutical principals, with 496 registered products as at the LPD. Our scale and established partnerships and relationships with suppliers and Brand Principals allow us to continually optimise procurement terms, obtain favourable rebate terms, maintain competitive pricing, and ensure the availability of a diverse product range to meet the evolving needs of our customers.

Integrated warehousing and inventory management system improves operational efficiencies

We are committed to investing in the development of our supply chain infrastructure to strengthen our operational efficiency and support scalable growth across our expanding retail outlet network. BRDC, our new centralised and semi-automated distribution centre in Bukit Raja, Klang integrates IT systems and automation technology to optimise our inventory management and distribution processes across our retail operations. Our centralised inventory management system is fully integrated with our store-level point-of-sale system which enables real-time tracking of stock levels and automated stock replenishment, thereby optimising inventory turnover and minimising stock shortages or overstocking at our retail outlets. BRDC also employs put-to-light order fulfilment technology, a paperless order fulfilment system that uses light indicators to guide staff to the correct items for picking which enhances order accuracy and processing speed. Further, we deploy autonomous mobile robots and automated carton transfer units which allows for efficient handling, storage, and retrieval of pallets and boxes, further improving throughput and reducing reliance on manual processes. These integrated technologies are expected to improve operational performance, including reducing order lead times, more consistent and timely retail outlet inventory replenishment, and streamlining distribution from BRDC to our retail outlets.

7. BUSINESS OVERVIEW (Cont'd)

7.2.5 Strong financial track record with sustainable growth

We have generated strong revenue and EBITDA growth during the Financial Years Under Review. From the FYE 2023 to the FYE 2026, our revenue increased at a CAGR of 53.6% from RM1,110.7 million to RM4,024.0 million while our EBITDA increased at a CAGR of 73.1% from RM106.5 million to RM552.4 million.

During this period of growth, our EBITDA margins improved from 9.6% for the FYE 2023 to 13.7% for the FYE 2026. For the FYE 2026, approximately 93.3% of our retail outlets were profitable at the outlet EBITDA level, and our outlets recorded an average retail outlet EBITDA margin of approximately 13.9%. These were mainly driven by our expansion and growth of our retail segment. Please refer to Section 12 of this Prospectus for further details on our financial information.

Our growth was mainly attributable to a combination of (i) organic growth driven by our ability to increase revenue from our existing retail outlets, and our opening of new retail outlets throughout the Financial Years Under Review; and (ii) inorganic growth driven mainly by the Caring Acquisition, Yanling Acquisition, Medispec Acquisition, and Your Physio Acquisition. Our total number of retail outlets increased from 179 retail outlets as at 1 July 2022 to 668 as at the LPD, reflecting the organic opening of 235 new retail outlets and the acquisition of 290 retail outlets through strategic acquisitions, net of the closure of 36 retail outlets in the same period. Please refer to Section 12.2.3 of this Prospectus for further details on the key drivers of our results of operations.

We adopt a return-focused approach to growing our retail outlet network by ensuring that our growth is supported by an efficient and scalable business model and strong supply chain capabilities. For new retail outlets opened, we typically achieve a payback period of two to three years and EBITDA breakeven within a year, which contributes towards overall revenue and EBITDA growth. With respect to the 219 new retail outlets opened (net of retail outlet closures) during the Financial Years Under Review, 190 retail outlets have achieved EBITDA breakeven. Of the 29 retail outlets that have not achieved EBITDA breakeven, (i) eight retail outlets were opened in the FYE 2025; and (ii) the remaining 21 retail outlets were opened in the FYE 2026. Please refer to Section 7.4.3.1(d) of this Prospectus for further details on the non-financial factors we take into consideration when determining whether to continue operating a retail outlet. We also achieved a SSSG of 7.3%, 9.6% and 7.3% for the FYE 2024, FYE 2025 and FYE 2026 respectively, demonstrating effective retail execution while maintaining the performance of existing retail outlets.

Our gearing ratio increased from 2.1 times as at 30 June 2023 to 3.1 times as at 30 June 2026, as we had drawn down on borrowings to partly fund our acquisitions, with the largest being for the Caring Acquisition during the FYE 2024. However, we have consistently generated positive cash flows from operating activities to meet our payment obligations to our stakeholders. Additionally, we have cash reserves of approximately RM296.6 million as at 30 June 2026. Please refer to Section 12.3 of this Prospectus for further details on our liquidity and capital resources.

Further, we continuously undertake outlet rationalisation by assessing outlet performance by tracking certain key performance indicators against targets that we set for each retail outlet. Please refer to Section 7.4.3.1(a) of this Prospectus for further details on the number of retail outlets that were closed for the Financial Years Under Review and from 1 July 2026 up to the LPD.

7. BUSINESS OVERVIEW (Cont'd)

7.2.6 Founder-led business backed by an experienced management team

Our Company was co-founded by our Group Managing Director cum Group CEO, Lee Meng Chuan, and our Executive Director Lim Sin Yin and has led our key senior management team in the successful growth of our business since inception. Further, the founders and key management of our acquired businesses remain actively involved in our Group's operations as at the LPD. This ongoing involvement fosters strong alignment of interests, ensures smooth integration, and facilitates the sharing of best practices across our Group. Our Key Senior Management has 19 years to 34 years of relevant experience in their respective areas of expertise, providing a strong foundation for our continued expansion and operational excellence. Lee Meng Chuan leads our strategic direction and has driven our growth through multiple acquisitions, while Lim Sin Yin oversees our operations, ensuring optimal efficiencies across our supply chain and retail outlets. Chong Yeow Siang, co-founder of Caring, leads the overall day-to-day management of our retail sales operations.

Our Key Senior Management has successfully developed and implemented our retailing processes while maintaining our competitive edge and delivering sustained growth by leveraging on their experience in and understanding of the retail pharmacy market and local demographics in the locations where we operate.

Our business is further supported by a well-defined governance structure, which underpins our commitment to accountability, transparency, and robust governance practices. Our management team brings substantial managerial, healthcare, and retail experience, ensuring operational resilience and effective execution of our strategies. This management depth is complemented by an independent Board, which is dedicated to upholding comprehensive standards of corporate governance and oversight.

7.3 FUTURE PLANS AND STRATEGIES

Strengthen market leadership and presence

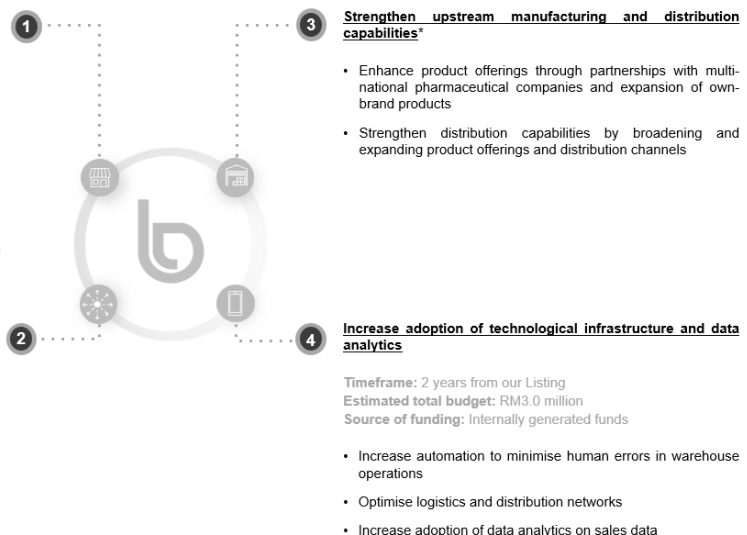
- Strategic organic expansion of retail outlet network of approx. 40 to 50 new outlets p.a.
Timeframe: 3 to 5 years from our Listing
Estimated cost: RM18.0 million p.a.
Source of funding: Internally generated funds
- Expand network and capabilities through disciplined approach to mergers and acquisitions*
- Establishment of a new DC
Timeframe: Up to 5 years from our Listing
Estimated cost: To be determined
Source of funding: Public Issue and a combination of internally generated funds and borrowings

Develop omni-channel retail platform and increase contribution from new revenue streams*

- Grow MyHA digital health platform's accessibility and usage through engaging new partners
- Develop our e-commerce business as a scalable and digital ecosystem
- Broaden point-of-sale presence, extend market reach and value-added services leveraging strong brand recognition and extensive store distribution

Note:

* These strategies are part of our ongoing operations with no fixed implementation timeframe. The associated costs will be assessed from time to time and funded through a combination of internally generated funds and/or borrowings.



7. BUSINESS OVERVIEW (Cont'd)

7.3.1 Continue to strengthen our market leadership and presence

Strategic organic expansion of our retail outlet network

We have a strong track record of growing our retail outlet network in Malaysia by successfully opening new retail outlets. We intend to continue to strengthen our market leadership and expand our presence by leveraging on our business model and operational platform to scale our retail outlet network in fast-growing population areas and underserved regions. We target to expand our retail outlet network organically by opening approximately 40 to 50 new retail outlets per year over the next three to five years. As at the LPD, we have opened 12 new retail outlets since 30 June 2026. Please refer to Section 7.4.3.1(a) of this Prospectus for further details on our retail outlets opened over the Financial Years Under Review.

We take a nationwide approach in our retail outlet expansion plan, which is underpinned by a two-pronged strategy to (i) optimise market penetration in established regions with high retail pharmacy penetration by leveraging existing consumer demand; and (ii) scale growth in underpenetrated regions through prudent expansion, with outlet sizes depending on a number of factors including retail landscape and economic activity of the area. We may start by opening outlets in such underpenetrated regions, and progressively expand when there are opportunities to do so. We determine our retail pharmacy brands to open at new locations by assessing the alignment of each brand's equity with the target customer segment and catchment area of the new location. Please refer to Section 7.2.1 of this Prospectus for further details on our retail pharmacy brands' brand equity.

We have maintained an SSSG of 7.3%, 9.6% and 7.3% for the FYE 2024, FYE 2025 and FYE 2026 respectively. We intend to continue to focus on delivering positive SSSG for our retail outlets, with a target to achieve SSSG of between 7.0% and 9.0% over the next three years by (i) adopting a mix of strategic pricing initiatives; (ii) expanding our offerings of pharmacy products and services to our customers; and (iii) actively monitoring our customers' demand for our products to customise our product range in response to changes in customer preferences and buying patterns, which we believe will drive customer loyalty and repeat business to our retail outlets.

In the next three years, the average planned capital investment allocated for opening new retail outlets (for renovation and property, plant and equipment (such as gondolas, cabinets, signboards, electrical and wiring and air-conditioning units) only) is approximately RM18.0 million per year, to be funded by internally generated funds. Please refer to Section 7.4.3.1(b) of this Prospectus for further details on our historical average capital expenditure for opening of new retail outlets. The estimated costs associated with initial inventory, recruitment and training of staff for a new retail outlet are approximately RM450,000 to RM650,000.

Expand network and capabilities through disciplined approach to mergers and acquisitions

In addition to pursuing organic growth, we plan to expand our network and capabilities through a disciplined merger and acquisition strategy. Our focus will be on opportunities that complement our existing ecosystem, strengthen our strategic positioning, and create operational and value synergies. We intend to maintain our financially disciplined approach, targeting assets that enhance our core competencies and deliver sustainable long-term value. For example, we have on 1 September 2026 completed the acquisition of the businesses and assets of the "iCare Pharmacy" brand. Please refer to Section 15.6 of this Prospectus for further details. Following the acquisition of new retail outlets, we may evaluate rebranding opportunities by assessing the acquired brand's equity and market penetration against our Group's existing brand portfolio, considering factors such as location, target customer demographics, revenue, profitability, number of transactions, and average transaction value for each retail outlet. We may also consider rationalisation of retail outlets based on financial factors (i.e. revenue, profitability trend and SSSG) and non-financial factors (including strategic importance of the location, whether the location serves an underserved catchment area, and reliance of the local community on that retail outlet).

7. BUSINESS OVERVIEW (Cont'd)

Acquisition of Yeap Medical Supplies Pte. Ltd.

On 14 October 2026, we entered into the YMS SPA for our acquisition of YMS, a company incorporated in Singapore, from Yeap Chee Kiong, Victor (Ye Zhiqiang, Victor) (“**Vendor**”), over three tranches as follows:

- (i) under the first tranche, the Vendor will transfer 80,000 ordinary shares in YMS (“**YMS Shares**”) representing 80.0% of the total YMS Shares to our Company (“**First Tranche**”), of which 4.0% of the total YMS Shares (“**Key Management Shares**”) will be transferred directly by the Vendor to four key management personnel of YMS (“**KMP**”), who will be retained in their existing capacity and who will each receive 1.0% of the total YMS Shares such that our Company will ultimately acquire a net 76.0% of the total YMS Shares upon completion of the First Tranche. The estimated consideration for the First Tranche is SGD16.0 million (equivalent to approximately RM51.1 million based on the exchange rate of SGD1.000:RM3.1962 as per the middle rate quoted by BNM as at the LPD), subject to adjustment in accordance with the terms of the YMS SPA, which has taken into consideration a discount equivalent to 2.5% of the total YMS Shares granted by the Vendor for the Key Management Shares (“**Vendor Discount**”). Of the Key Management Shares, our Company will fund the acquisition of 1.5% of the total YMS Shares on behalf of three out of four KMP through a loan to them of an estimated SGD0.30 million in aggregate, while the Vendor Discount is applied for the remaining 2.5% of the total YMS Shares.

Following the completion of the YMS Acquisition, the Vendor will continue to provide strategic, operational and transitional support to our Group in an advisory capacity, while the four KMPs will remain in their existing executive positions in YMS;

- (ii) under the second tranche, our Company will acquire a further 10.0% equity interest in YMS for a cash consideration to be determined based on YMS’s normalised PAT for the financial year ending 31 October 2027 in accordance with the terms of the YMS SPA; and
- (iii) under the third tranche, our Company will acquire a further 10.0% equity interest in YMS for a cash consideration to be determined based on YMS’s normalised PAT for the financial year ending 31 October 2028 in accordance with the terms of the YMS SPA.

Pursuant to the YMS SPA, the long-stop date for the first tranche is 30 November 2026, or such later date as may be agreed in writing by the parties. The first tranche shall be completed within 10 business days after the long-stop date.

We intend to fund the cash consideration for the First Tranche through a combination of internally generated funds and bank borrowings. The manner of funding for the remaining tranches of the YMS Acquisition will be determined at a later date based on the availability of our internally generated funds and/or bank borrowings at such point in time.

Upon completion of the YMS Acquisition, our Company will own 96.0% equity interest of YMS. As at the date of this Prospectus, the YMS Acquisition is pending completion.

(i) History and business overview of YMS

YMS was incorporated in Singapore on 20 December 2000 and is principally involved in wholesale and retail of medical goods. YMS has a product portfolio of more than 2,000 SKUs including gowns, incontinence products, rehabilitation and mobility aids, and other medical devices and equipment. YMS also distributes its own-brand products under the “ASSURE”, “ASSURE Rehab” and “Bactishield” brands.

YMS wholesales its products to a diverse range of customers comprising government and private healthcare institutions. In addition, YMS distributes its products to retail customers through seven of its retail outlets under the “Pharmex” brand as at the LPD.

7. BUSINESS OVERVIEW (Cont'd)

The revenue, PAT and net assets of YMS based on its audited financial statements for the past three financial years ended 31 October 2023, 2024 and 2025 are as follows:

	Audited		
	Financial year ended 31 October		
	2023	2024	2025
	SGD'000	SGD'000	SGD'000
Revenue	20,939	21,514	25,290
PAT	1,290	1,113	1,661
Net assets	8,122	7,735	8,582

(ii) Rationale for the YMS Acquisition

The YMS Acquisition is expected to strengthen our presence in the healthcare sector by providing exposure to Singapore's healthcare supplies distribution market by leveraging YMS' existing distribution relationships and contracts with government and private hospitals, nursing homes and aged care facilities, specialist and general practitioner clinics, pharmacies and other healthcare institutions. It will also diversify and expand our capabilities through immediate access to YMS' product portfolio of more than 2,000 SKUs and enable cross-selling opportunities for our Group's products to YMS' established customer base in Singapore. In addition, the Vendor and KMPs will remain involved in the management of YMS, which allows us to leverage their experience and understanding of the Singapore healthcare sector, support the integration of YMS into our Group and facilitate the sharing of best practices for the continued growth of YMS.

Establishment of a new distribution centre to support our expansion

We plan to establish a new distribution centre in support of our continuous growth plans, particularly the expansion of our retail outlet network. While our existing BRDC operates at a utilisation rate of 80.2% as at the LPD, and is sufficient for our present operational needs, we anticipate that our capacity requirements will progressively increase in tandem with our retail outlet expansion.

Accordingly, a new DC is expected to enable us to scale our operations more effectively by increasing storage capacity while integrating higher levels of automation for inbound handling and pallet storage. This forms part of our broader strategy to enhance the integration of technological infrastructure across our operations to improve operational efficiency, further optimise inventory management, and strengthen our overall supply chain capabilities. Please refer to Section 7.3.4 of this Prospectus for further details on our future plans to increase adoption of technological infrastructure.

We expect the new DC, which will be developed in close proximity to our BRDC, to take up to five years from our Listing to develop and construct which includes the timeframe required for site identification and completion of our assessment to determine the operational requirements of our new DC ("**Specification Assessment**"). As at the LPD, we are in the process of determining the requirements for our new DC, taking into consideration factors such as storage capacity required, degree of automation and level of integration with BRDC. As such, we are unable to determine the total estimated cost for the establishment of the new DC at this juncture. We expect the timeframe from site identification / Specification Assessment to commissioning to take up to three years, depending on various factors, such as progress of the construction, and obtaining the relevant regulatory approvals and permits for operations. We have allocated RM30.0 million from our Public Issue to part fund the acquisition of land required for the establishment of the new distribution centre. Please refer to Section 4.5.2 of this Prospectus for further details.

7. BUSINESS OVERVIEW (Cont'd)

7.3.2 Further develop our omni-channel retail platform and increase contribution from new revenue streams

Our omni-channel retail platform comprises our retail outlets, e-commerce channels and corporate sales channels. We plan to further develop our omni-channel retail platform to enhance customer engagement and support new customer acquisition to capture emerging opportunities in the retail pharmacy industry in Malaysia.

In particular, we have established our integrated digital health platform, MyHA, designed to provide a seamless and integrated healthcare experience for our customers. Through MyHA, users can access tele-consultation services from doctors, pharmacists, dieticians, counsellors and healthcare professionals, receive electronic prescriptions and make medicine fulfilment requests based on valid prescriptions all under the same platform. Prescriptions and medicine fulfilment requests are then fulfilled either through in-store collection or by delivery through third-party service providers. For further details on our MyHA platform, please refer to Section 7.4.4.3 of this Prospectus.

Our MyHA platform is currently available as a standalone mobile application and on the mobile and/or online platforms of certain third-party healthcare administrators, and medical and healthcare insurance providers that we have arrangements with. We plan to grow the accessibility and usage of our MyHA platform through engaging new third-party healthcare administrators, and medical and healthcare insurance providers to reach a broader base of corporate employees and insurance policyholders.

Our digital health transactions have grown from approximately 25,000 per month for the FYE 2025 to approximately 125,000 per month for the FYE 2026. We are targeting to further increase digital health transactions to approximately 180,000 transactions per month by the end of 2027.

Apart from our digital health platform, we will continue to develop our e-commerce business as a scalable and digital ecosystem that leverages our strong brand presence. In particular, we intend to attract more customers to use our E-Stores through enhancing user experience, exclusive member offerings, and focused marketing initiatives to encourage our customers to use our e-commerce platforms, while continuing to scale our "Click & Collect" model to drive efficiency and service quality. By relying on our customer data and analytics from our various channels and enabling personalised engagement, we can further strengthen our presence in the digital and online space, improve access to our products and digital health services, and deliver sustainable revenue growth.

We also intend to enhance our omni-channel retail platform with additional value-added services to offer our customers an integrated experience with comprehensive pharmacy services, while expanding our reach to customers beyond brick-and-mortar retail outlets. For example, in January 2026, we started carrying out a pilot programme for assisted dispensing machines at selected retail outlets where customers will be able to collect medicine beyond retail outlet operating hours as long as they have consulted a doctor and obtained a valid prescription through our MyHA application.

7.3.3 Strengthen upstream manufacturing and distribution capabilities

We have built strong brand awareness in the retail pharmacy market in Malaysia primarily through our retail operations, and are well-positioned to further grow our market share by strengthening our manufacturing capabilities to supplement our retail business. For the FYE 2026, approximately 41.4% of Yanling's revenue was from the manufacturing of our own-brand products for our Group, with the remaining from third-party pharmaceutical brand owners, distributors and retailers. We intend to enhance our product offerings by leveraging our brand strength to form strategic partnerships with multi-national pharmaceutical companies to co-develop exclusive product offerings for second-brand originated products, as well as developing and manufacturing more own-brand and exclusive product offerings to enhance profit margins, product differentiation and drive customer loyalty. Furthermore, we are also continuously expanding our business through a pipeline of products lined up for registration and commercialisation. As at the LPD, we have over 1,000 SKUs of our own-brand products and we have a pipeline of over 280 SKUs for our own-brand products as at the LPD which are at various stages of R&D, product registration, approval, and go-to-market processes.

7. BUSINESS OVERVIEW (Cont'd)

In addition, we aim to strengthen our distribution capabilities through Medispec by broadening and expanding product offerings and distribution channels. As at the LPD, Medispec has 496 registered products and we aim to expand our product offerings to more than 600 registered products including specialised physiology, physiotherapy and orthopaedic devices, as well as veterinary pharmaceutical and supplements over the next three years. We also plan to enhance Medispec's distribution capabilities by expanding our sales force, with additional headcount primarily focused on distribution to private and government hospitals as well as expanding coverage in East Malaysia to tap into a wider base of specialists. In addition, we intend to expand our distribution channels by forming more partnerships with buyers outside our Group to increase market access and support the distribution of our new products.

7.3.4 Increase adoption of technological infrastructure and data analytics to enhance operational efficiency

We believe that increased use of technological infrastructures in our operations will be key to enhancing our operational efficiency as it can minimise human errors in warehouse operations, assist with planning inventory and inventory days, which in turn will help in cash flow management and reduce costs. We also believe that effective use of data analytics in our operations will help us better understand our customers, their preferences and therefore, improve sales.

We will continually enhance our technological infrastructures and have a planned total capital investment allocated of approximately RM3.0 million for the next two years, to be funded by internally generated funds:

Increase automation to minimise human errors in warehouse operations

BRDC is currently equipped with a robotic warehouse system which is integrated with a goods-to-person picking system. The system not only reduces manual handling and labour dependency but also enhances picking accuracy, and accelerates the retrieval and storage of inventory. We have also implemented automated dispensing machines for more efficient and accurate fulfilment of corporate orders.

Implement smart replenishment systems to improve inventory planning and cash flow management and save costs

Our operations are supported by a centralised inventory management and distribution system linked to our store-level point-of-sale systems to ensure adequate stock levels at our retail outlets. We will continue to optimise our logistics and distribution networks across our business operations by investing in IT systems that integrate supply chain, logistics, storage, and retail outlet operations.

In particular, we have implemented smart replenishment systems to enhance our demand forecasting and inventory planning capabilities. These systems leverage real-time data and machine learning algorithms to predict demand patterns, automate replenishment processes, and ensure optimal stock levels across our distribution and retail outlet networks. We launched the system in August 2026 and are continuing to roll out and refine its capabilities across our operations. Increased use of data analytics is also expected to improve our operations, including by our demand planning and forecasting capabilities to optimise our inventory levels.

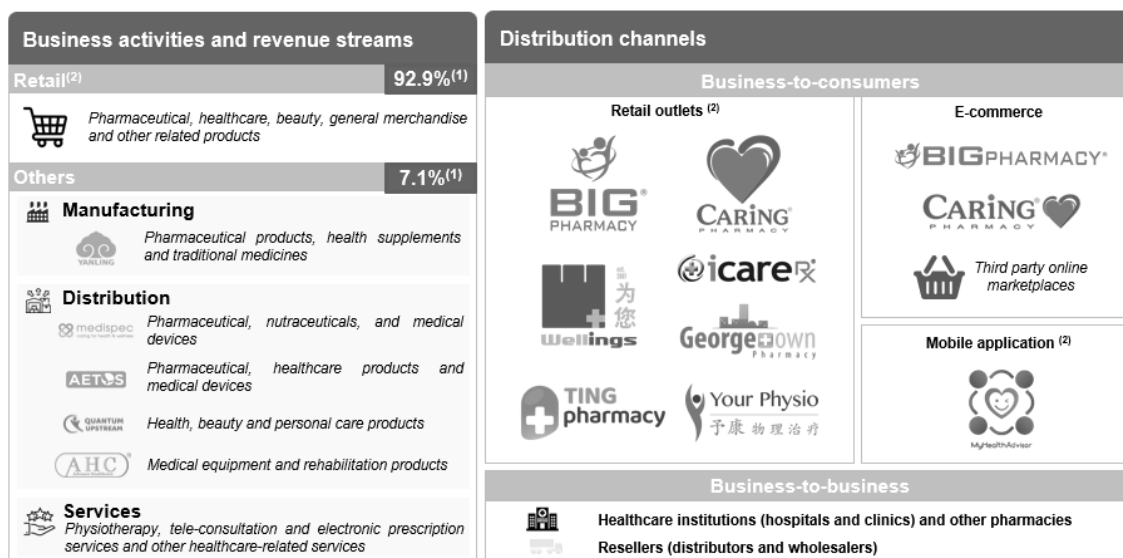
Increase adoption of data analytics to better understand our member-customers

As at the LPD, we have approximately 7.9 million registered members, with approximately 55.9% active members in the past 12 months. We intend to increase adoption of data analytics to analyse our sales data and better understand our customers' shopping behaviours, so that we will be able to curate better product mixes and execute targeted marketing and customer engagement activities to improve overall transaction counts and increase value per transaction.

7. BUSINESS OVERVIEW (Cont'd)

7.4 OUR BUSINESS MODEL, PRODUCTS AND SERVICES

A summary of our business model and key brands is set out below:



Notes:

- (1) Represents the revenue contribution of the operating segment to our total revenue for the FYE 2026.
- (2) The retail segment includes our sale of products to consumers through arrangements entered into with corporate employers, third-party healthcare administrators, and medical and healthcare insurance providers.

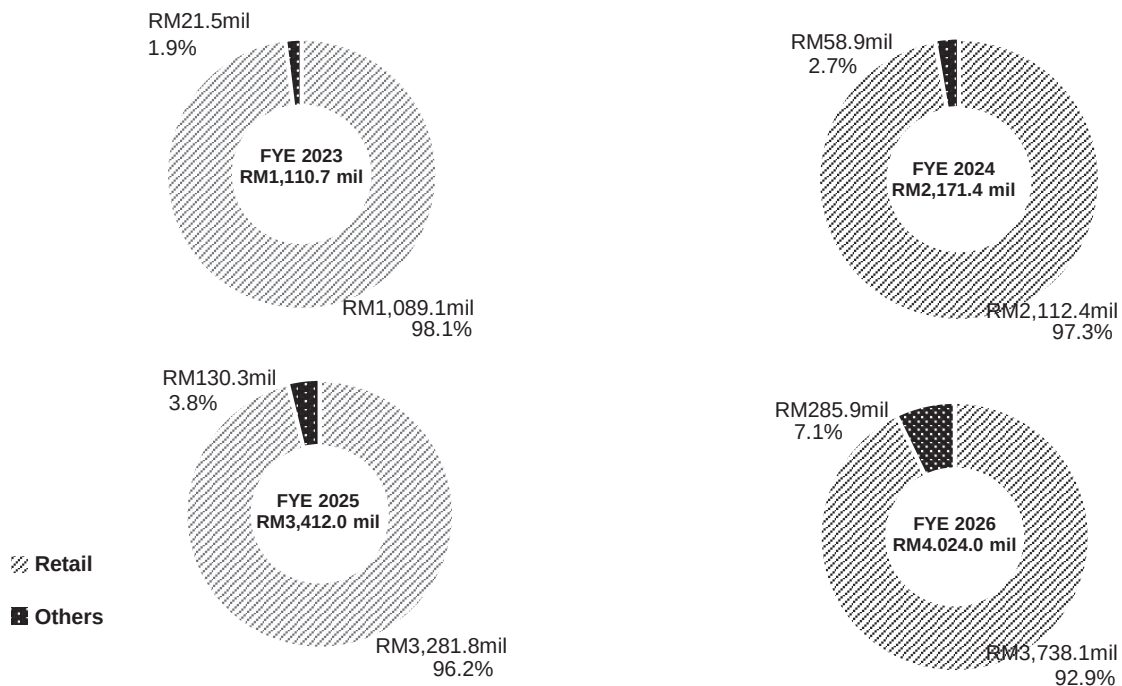
7.4.1 Business activities and revenue streams

We derive our revenue mainly from the sale of goods and services through two operating segments:

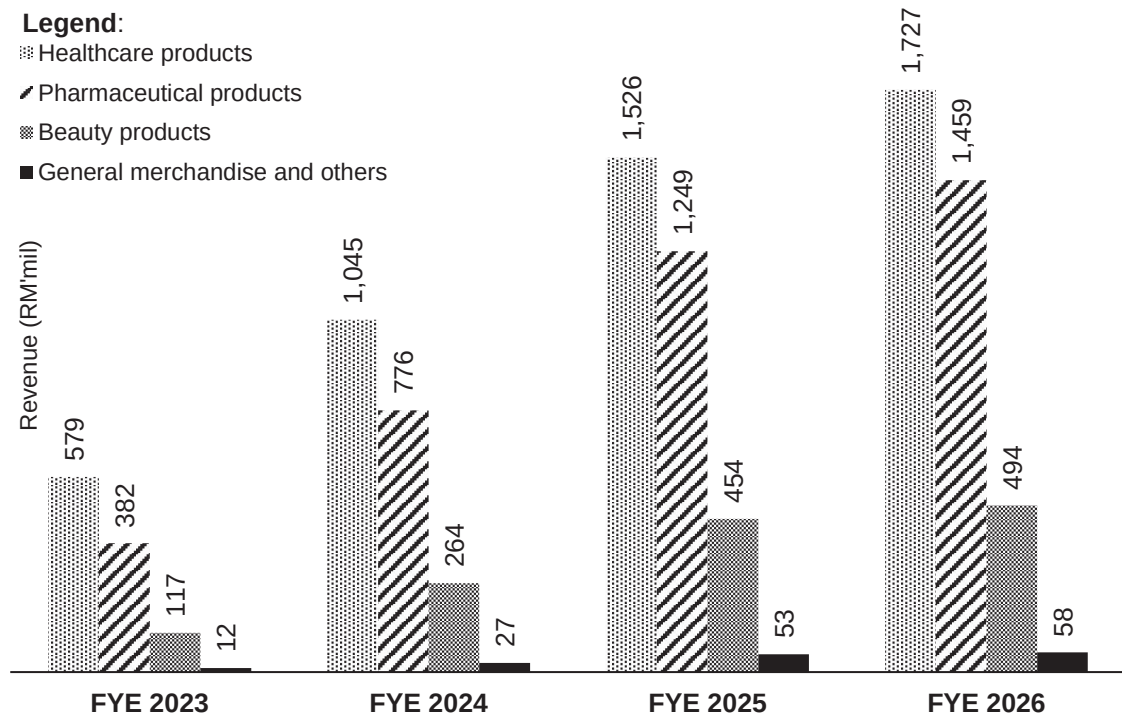
- (i) **Retail:** sale of pharmaceutical, healthcare, beauty, general merchandise and other related products through our network of retail outlets, e-commerce platforms, and corporate sales channels; and
- (ii) **Others:** manufacturing, importing, marketing, distributing and wholesaling of healthcare, pharmaceutical and nutraceutical products as well as the provision of physiotherapy, tele-consultation and other healthcare-related services.

7. BUSINESS OVERVIEW (Cont'd)

The diagram below sets out our total revenue by operating segments for the Financial Years Under Review:



The diagram below sets out our retail segment's revenue by product categories:



7.4.2 Our principal markets

As at the LPD, our operations are only in Malaysia. For the Financial Years Under Review, our revenue was mainly derived from Malaysia which accounted for more than 99.5% of our total revenue, whilst less than 0.5% of our total revenue was derived from sales to, among others, Brunei and Singapore. Please refer to Section 12.2.3 of this Prospectus for further details.

7. BUSINESS OVERVIEW (Cont'd)

7.4.3 Our retail segment

Our retail segment is our core business and largest operating segment by revenue, contributing approximately 98.1%, 97.3%, 96.2% and 92.9% of our total revenue for the FYE 2023, FYE 2024, FYE 2025 and FYE 2026 respectively. Under our retail segment, we sell pharmaceutical, healthcare, beauty, general merchandise and other related products through our (i) network of retail outlets; and (ii) e-commerce platforms, and corporate sales channels which contributed (i) 87.7%; and (ii) 5.2% of our total revenue for the FYE 2026 respectively. Please refer to Section 12.2.3(i) of this Prospectus for further details on our revenue by operating segments and activities.

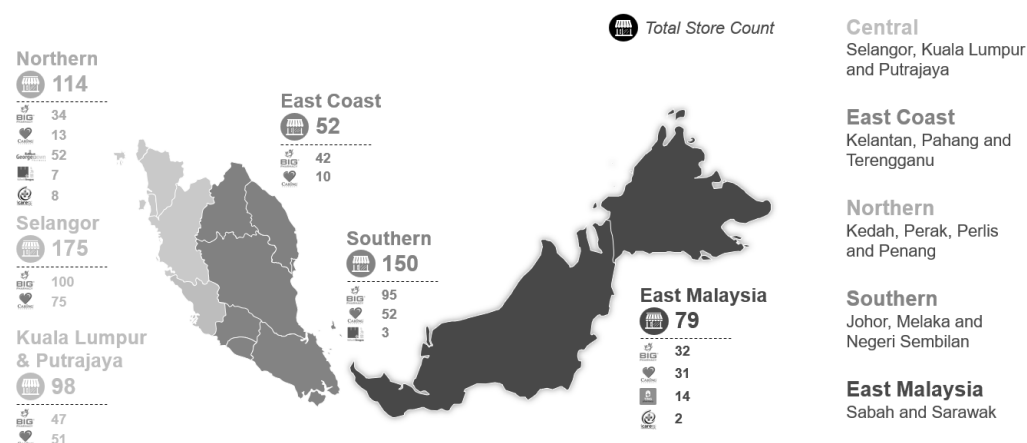
7.4.3.1 Our retail outlet channels

(a) Retail outlets

As at the LPD, we operate 668 retail outlets across Malaysia comprising 350, 232, 10, 52, 14, and 10 retail outlets under the "BIG Pharmacy", "CARiNG Pharmacy", "Wellings Pharmacy", "Georgetown Pharmacy", "Ting Pharmacy" and "iCare Pharmacy" brands respectively.

660 of our retail outlets are licensed pharmacies holding a Type A licence under the Poisons Act 1952, and six are regular retail outlets, out of which three we operate under the "BIG Pharmacy" brand, two under the "Georgetown Pharmacy" brand and one under the "CARiNG Pharmacy" brand. The remaining two are pending application for a Type A licence. Please refer to Section 7.4.3.1(b) of this Prospectus for more details on the types of products sold at our regular retail outlets.

The diagram below sets out the geographical location of our network of retail outlets across Malaysia as at the LPD:



The following table sets out a breakdown by region in Malaysia of our retail outlet network penetration based on the respective region's population as at the LPD:

	No. of retail outlets as at the LPD	Population as at the LPD('000) ⁽⁶⁾	Retail outlet penetration ⁽⁷⁾
Peninsular Malaysia	589	27,777	21.2
Central ⁽¹⁾	273	9,587	28.5
East Coast ⁽²⁾	52	4,837	10.8
Northern ⁽³⁾	114	6,870	16.6
Southern ⁽⁴⁾	150	6,483	23.1
East Malaysia⁽⁵⁾	79	6,361	12.4
Total	668	34,138	19.6

7. BUSINESS OVERVIEW (Cont'd)**Notes:**

- (1) Consists of the state of Selangor and the Federal Territories of Kuala Lumpur and Putrajaya.
- (2) Consists of the states of Kelantan, Terengganu and Pahang.
- (3) Consists of the states of Perlis, Kedah, Penang and Perak.
- (4) Consists of the states of Johor, Melaka and Negeri Sembilan.
- (5) Consists of the states of Sabah, Sarawak and the Federal Territories of Labuan.
- (6) As extracted from the IMR Report.
- (7) Calculated as the number of our retail outlets as at the LPD divided by the population (in millions) as at the LPD.

The following table sets out the number of our retail outlets for the years / periods indicated:

	FYE 2023	FYE 2024	FYE 2025	FYE 2026	From 1 July 2026 up to the LPD
Number of retail outlets at the beginning of the year/period	179	267	538	593	646
Number of new retail outlets opened during the year/period ⁽¹⁾	69	39	57	58	12
Number of retail outlets acquired during the year/period	23	256	-	1	10
Number of retail outlets closed during the year/period ⁽²⁾	4	24 ⁽³⁾	2	6	-
Number of retail outlets at the end of the year/period	267	538	593	646	668

7. BUSINESS OVERVIEW (Cont'd)

Notes:

- (1) Please refer to Section 12.2.2 of this Prospectus for the number of retail outlets by brands at the end of the respective Financial Years Under Review and as at the LPD.
- (2) Please refer to Section 7.4.3.1(d) of this Prospectus for our retail outlet performance assessment.
- (3) Retail outlet closures were higher for the FYE 2024 due to our outlet rationalisation exercise following the Caring Acquisition.

We operate our retail outlets in two formats, namely (i) complex-based retail outlets; and (ii) high street retail outlets.

Complex-based retail outlets

Our complex-based retail outlets occupy a dedicated shop space within the premises of malls, shopping centres and shopping complexes. As at the LPD, we have 133 retail outlets that are complex-based.



High street retail outlets

Our high street retail outlets include shop-lots and standalone units. As at the LPD, we have 535 high street retail outlets.



7. BUSINESS OVERVIEW (Cont'd)

Our "BIG Pharmacy" retail outlets are primarily located in high-density commercial and residential areas, offering high accessibility and convenience while catering to the needs of surrounding local communities. "BIG Pharmacy" retail outlets are generally larger in size providing more floor space for elderly care and rehabilitation products. On the other hand, a larger number of "CARiNG Pharmacy" retail outlets are situated in complexes and shopping malls compared to "BIG Pharmacy" retail outlets targeting higher footfall, younger customers and families, with a focus on "Mom and Baby" and beauty products. Our other brands, "Georgetown Pharmacy", "Wellings Pharmacy", "Ting Pharmacy" and "iCare Pharmacy" are long-standing and reputable brands in their respective markets. For instance, "Wellings Pharmacy" targets customers in the medical tourism segment and has outlets strategically located near major hospitals and clinics in Penang and Melaka, "Ting Pharmacy" targets customers located in East Malaysia, "Georgetown Pharmacy" targets the Northern region of Malaysia, while "iCare Pharmacy" targets customers predominantly located in Perak and Sabah.

The following table sets out a breakdown of our retail outlets in Malaysia by retail outlet size as at the LPD:

Retail outlet size (sq. ft.)	No. of retail outlets
Less than 1,000	183
1,000 to 3,000	463
More than 3,000	22
Total	668

Our new retail outlets typically achieve a payback period of two to three years and EBITDA breakeven within a year. EBITDA breakeven refers to the point at which a retail outlet's operating revenue covers its operating expenses and its EBITDA is positive. Payback for new retail outlets is calculated by aggregating the monthly EBITDA (including rental expense) starting from the month of opening, until such period that the sum exceeds the capital invested for that retail outlet. For the purposes of our calculation, the capital invested per new store includes capital expenditure and initial inventory.

7. BUSINESS OVERVIEW (Cont'd)

(b) Retail outlet opening process

Our retail outlet opening process comprises (i) site identification and preliminary site assessment, and (ii) site implementation.

Site identification and preliminary site assessment

The location of our retail outlets is an important factor to our operational strategy. Our business development team adopts a data-driven site selection approach that combines market analytics, demographic insights, and competitive mapping to identify and secure optimal locations for our new retail outlets. In particular, our business development team will periodically analyse data on locations and density of retail pharmacies in areas across Malaysia to shortlist potential new sites. When considering a new site location, our business development team will also consider the target consumer market for the particular retail outlet brand to be opened.

This approach is also complemented by site suggestions from our area managers and third-party real estate agents.

Once a potential site has been shortlisted, our business development team and RSO team will conduct preliminary site assessments, due diligence, feasibility studies and market analysis to assess the proposed site using a range of factors, including the size and demographics of the local population, and the presence of other retailers in, customer traffic to, and the accessibility and the developmental prospects of, the area.

Our business development team also conducts physical site visits to verify any assumptions in our preliminary assessment of the site. Physical site visits also enable us to assess a site's physical and environmental characteristics, which we may not otherwise have been able to assess during our preliminary site assessment process.

Site implementation

If a site passes our preliminary and physical site assessments, our business development team proceeds to negotiate and execute a tenancy agreement for the site and take vacant possession of the site. We appoint a third-party contractor with whom we have pre-negotiated key unit and labour prices to fit out the new retail outlet, including the installation of equipment, furniture, security systems, electrical and other fittings. Our business development team, with inputs from our RSO team, oversees the fit out of a new retail outlet to ensure that the retail outlet's operational requirements are met. Once the retail outlet fit out is completed, our RSO team arranges for inventory to be delivered to the retail outlet. Our RSO team reviews the sales history of our other retail outlets in areas with similar demographics to determine the initial product mix for a new retail outlet.

The product mix and operational scope of each retail outlet depend on whether the outlet operates under the supervision of a licensed pharmacist. Retail outlets operating under a Type A licence are licensed pharmacies permitted to import, store and deal generally in all poisons, subject to compliance with the applicable pharmacy laws and regulations. These outlets must be supervised by a licensed pharmacist and adhere to regulatory requirements governing, among others, the storage and handling of poisons, dispensing practices and the maintenance of dispensing and transaction records. Furthermore, poisons must be stored securely within restricted-access areas in accordance with applicable regulations.

7. BUSINESS OVERVIEW (Cont'd)

In contrast, a small number of our retail outlets do not operate under a Type A licence and therefore do not dispense or sell poisons. These outlets focus primarily on the retail sale of consumer healthcare and wellness products, including rehabilitation aids, registered health supplements, notified cosmetics, registered medical devices, household products, food items, and are subject to the relevant consumer product regulations and product registration regulations, including the Sale of Drugs Act 1952, the Control of Drugs and Cosmetics Regulations 1984 and the Control of Supplies Regulations 1974 (where applicable).

We generally enter into tenancies for our retail outlets for an initial term of three years with an option for us to extend for two subsequent terms of up to three years each. Our average annual capital expenditure for the Financial Years under Review to open a new retail outlet, excluding inventory, ranged from RM280,000 to RM420,000. New retail outlets are typically stocked with inventory which is sufficient to support two to three months of operations. This may vary depending on, among others, the size of the retail outlet, product sales volume at comparable outlets in similar locations / region, and target customer demographics, and is not determined by the retail pharmacy brand. We target to complete our site implementation process within approximately 30 days from the date of our signing a lease / tenancy agreement.

(c) Retail outlet operations

All of our retail outlets are centrally managed by our RSO team which oversees the operations of our network of retail outlets, including the setting of retail outlet-level inventory, managing staffing between retail outlets, and executing retail outlet marketing and promotional campaigns organised by our marketing team.

Generally, our licensed pharmacies are staffed with at least one full-time licensed pharmacist during operating hours and generally staffed by four to 12 employees, depending on several factors, including the retail outlet size, shelf area, and average monthly sales.

Our stock levels are centrally managed through a semi-automated inventory and distribution system. Our purchasing teams set minimum stock levels for each retail outlet across our Group, taking into consideration factors such as, the location, lead time required to transport stock from the warehouse, and the historical sales levels of the products in the retail outlet. When a product's stock level falls below the established minimum thresholds, our retail outlet-level point-of-sale system together with our central inventory management and product distribution system will automatically trigger a stock replenishment order. This enables us to maintain optimal stock levels at our retail outlets and mitigate the effect of unexpected stock losses. In addition, at the retail outlet-level, our retail outlet managers also monitor physical stock levels periodically, especially during times of special promotions, seasonal variations or unexpected demand spikes to notify our RSO team if stock levels are too low or too high. Our RSO team will monitor stock levels and provide feedback to the purchasing team as required.

For more information on our supply chain process, please refer to Section 7.7 of this Prospectus. We also conduct checks for missing and damaged stock through our retail outlet managers, and we conduct a stock-take exercise at least once every 12 months to assist retail outlet supervisors in identifying the causes of stock loss.

Our retail outlet-level sales and promotion strategies are coordinated centrally by our marketing team and executed by our RSO team at the retail outlets and our dedicated marketing teams for each brand. These strategies include coordinating thematic promotions on certain products and organising and implementing seasonal promotions.

7. BUSINESS OVERVIEW (Cont'd)

(d) Retail outlet performance assessment and maintenance

We monitor and assess our retail outlets' performance by tracking certain key performance indicators such as revenue, profitability, SSSG, number of transactions and average transaction value against targets that we set for each retail outlet. Our RSO team reviews these targets every year and we also incentivise our employees to achieve these targets through incentive bonuses based on individual sales achievements as well as the overall performance of the retail outlet.

Pursuant to our retail outlet monitoring framework, retail outlets with declining month-on-month revenue, consecutive negative SSSG or unprofitable EBITDA / PBT over a period of approximately three to six months will be placed under close monitoring. Our operations and marketing teams may implement retail outlet specific intervention including localised promotions and targeted operational adjustments (including, for example, refurbishment of the retail outlet), and we will closely monitor their performance for a further period of approximately six to 12 months. Thereafter, management will assess whether these retail outlets remain commercially viable based on both financial factors (i.e. revenue, profitability trend and SSSG) and non-financial factors (including strategic importance of the location, whether the location serves an underserved catchment area, and reliance of the local community on that retail outlet).

Following the Caring Acquisition, we also undertook a one-off retail outlet rationalisation exercise to address overlapping catchment areas and underperforming retail outlets based on our retail outlet monitoring framework above. In particular, we monitored retail outlets' performance that were within the same vicinity to identify the (i) non-performing outlets which had sustained underperformance and lacked strategic importance for rationalisation; and (ii) maintained retail outlets with growth, profits and/or strategic importance to our Group notwithstanding close proximity of such retail outlets.

In the FYE 2023, FYE 2024, FYE 2025 and FYE 2026, we closed four (all of which are "BIG Pharmacy" retail outlets), 24 (six "BIG Pharmacy", one "Ting Pharmacy", 13 "CARiNG Pharmacy" and four "Georgetown Pharmacy" retail outlets), two (one "BIG Pharmacy" and one "CARiNG Pharmacy" retail outlets) and six (two "BIG Pharmacy", three "CARiNG Pharmacy" and one "Ting Pharmacy" retail outlets) respectively, primarily arising from a rationalisation exercise to reduce non-performing retail outlets. The outlet closures for the FYE 2024 were higher due to rationalisation following the Caring Acquisition.

We conduct major refurbishment works on our retail outlets on a case-by-case basis and when there is a need for refurbishment. We also generally conduct minor refurbishments or fitting out works every seven years or if we are required to do so by our landlords in accordance with our tenancy agreements. We may also refurbish our retail outlets when we are extending the term of the tenancy or if we are expanding it. The cost of refurbishment varies depending on the extent of refurbishment required and the location and size of the retail outlet.

(e) Equity participation business model

In 2000, Caring introduced a pharmacist equity participation business model under which selected pharmacists are offered equity participation in its subsidiaries ("Pharmacist Equity Model").

The Caring Group provides the initial capital for each business startup in accordance with the pre-agreed equity interest. Thereafter, the respective subsidiaries are responsible for their own operating costs. This resulted in multiple subsidiaries being incorporated with pharmacists as minority shareholders to facilitate the Pharmacist Equity Model for the start up of new outlets across different locations.

7. BUSINESS OVERVIEW (Cont'd)

The material terms of the arrangements with the minority shareholders under the Pharmacist Equity Model include the following:

(i) Transfer of shares

Any minority shareholder intending to transfer, dispose of or encumber its shares ("**Selling Party**") is required to notify the other party ("**Non-Selling Party**") and comply with the agreed transfer restrictions. Save as otherwise permitted, no transfer may be effected without the prior written consent of the Non-Selling Party. Notwithstanding the foregoing, in respect of the equity participation arrangements entered into after 2019, only the minority shareholders of our relevant subsidiary are permitted to transfer, dispose of or encumber its shares. Any new shareholder is required to execute a deed of adherence to be bound by the terms of the relevant agreement.

(ii) Obligatory Transfer Event – Exit Arrangements

The Non-Selling Party has the right to require a shareholder to transfer its shares upon the occurrence of certain events, including but not limited to:

- (a) cessation of employment (including resignation, dismissal or termination);
- (b) death, incapacity or retirement;
- (c) breach of obligations under the agreement;
- (d) revocation or non-compliance with relevant licences (where applicable);
- (e) insolvency, bankruptcy or winding-up;
- (f) commission of criminal offences; or
- (g) actions materially prejudicial to the business or the group.

In such circumstances, the Non-Selling Party may require the affected shareholder to transfer its shares to the Non-Selling Party.

(iii) Call option

Where a shareholder's shareholding falls to 5.0% or less, the Non-Selling Party has the right to require such shareholder to sell all its shares to the Non-Selling Party, where applicable, at a price determined based on the higher of: (i) the applicable PE Multiple of the Non-Selling Party, ranging from 1.0 to 5.0 times, depending on the number of years the relevant shareholder has remained as a shareholder from the date of the relevant agreement; or (ii) the value of the net tangible assets of the Non-Selling Party, as reflected in the latest audited accounts of the respective companies.

(iv) Dividend policy

The parties have agreed on a dividend policy whereby:

- (a) subject to profitability and business requirements, at least 50.0% of PATAMI shall be distributed as dividends;
- (b) no dividends shall be declared until shareholder loans (if any) have been fully repaid; and

7. BUSINESS OVERVIEW (Cont'd)

- (c) thereafter, distributable profits are to be paid as dividends in proportion to shareholdings, subject to appropriate reserves and statutory requirements.

No dividends shall be payable to any shareholder in breach of its obligations under the agreement.

(v) Operating costs under the Pharmacist Equity Model

Each of our subsidiaries operating under the Pharmacist Equity Model maintains its own profit and loss account. Although these subsidiaries are consolidated into our Group's financial statements for reporting purposes, at a company level, each subsidiary remains independently responsible for its operating costs. These operating costs include service fees, loyalty fees and advertising and promotion fees charged by our Group.

The Pharmacist Equity Model is not part of our plan for the expansion of our retail outlet network. Currently, the majority of our new outlets are opened via existing wholly-owned subsidiaries and we only adopt the Pharmacist Equity Model on a case-by-case basis, after considering among others, the availability of pharmacists in the outlet location. Please refer to Section 6.2.2 of this Prospectus for further details on our Group structure.

7.4.3.2 Our e-commerce channels

We sell our products (except scheduled drugs regulated under the Poisons Act 1952) to consumers through our own E-Stores at <https://www.bigpharmacy.com.my> and <https://estore.caring2u.com> as well as through third-party Marketplaces via the "BIG Pharmacy" and "CARiNG Pharmacy" brand pages. Our E-Stores are also available on the "BIG Pharmacy" and "CARiNG Pharmacy" brands mobile applications.

Our E-Stores and Marketplaces allow our customers in Malaysia to browse, order and pay for our products online. Orders placed through our E-Stores and Marketplaces are fulfilled by our distribution centre and delivered through third-party delivery service providers, to ensure that the goods are delivered to our customers in a timely manner and to leverage the delivery expertise of those third-party delivery service providers. In addition, our customers purchasing through the "CARiNG Pharmacy" e-commerce website may also opt for "retail outlet pickup" at one of our "CARiNG Pharmacy" outlets.

Our E-Stores and Marketplaces provide customers with convenient access to a wide range of products 24 hours a day and seven days a week and allow us to expand our customer base without incurring the cost of opening a new retail outlet. We target a broad range of customers for our E-Stores and Marketplaces, and our "BIG Pharmacy" and "CARiNG Pharmacy" brands mobile applications aim to create a more user-friendly retail experience for our online customers. Please also refer to Section 7.5 of this Prospectus for details on our membership programmes. As at 30 June 2026, we had 954,943 followers across the Marketplaces, including 181,981 new followers, which represented an increase of 23.5% from 772,962 followers as at 30 June 2025.

7.4.3.3 Our corporate channels

We also sell our products to consumers through arrangements entered into with corporate employers, third-party healthcare administrators, and medical and healthcare insurance providers. Under these arrangements, employees of corporate entities and health and medical insurance policyholders seeking to make claims for medical and health-related expenses from their corporate employers or insurance providers are required to purchase prescription drugs or other pharmaceutical products from us upon consultation with doctors and obtaining prescriptions.

7. BUSINESS OVERVIEW (Cont'd)

These corporate employees and insurance policyholders can also utilise our medical tele-consultation and electronic prescription services through our MyHA platform to obtain prescriptions before purchasing products from our retail outlets, or opt for products to be delivered to them. For further details on our MyHA platform, please refer to Section 7.4.4.3 of this Prospectus.

As at the LPD, we served approximately 46 direct corporate accounts.

7.4.3.4 Our products and services

We categorise the products we sell through our retail segment into the following categories:

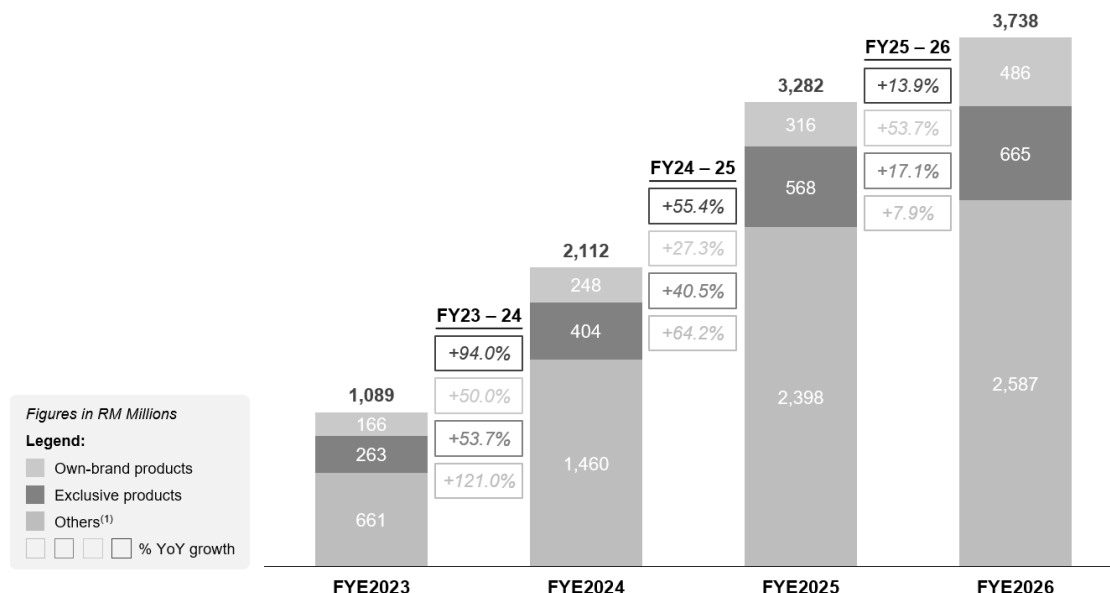
- (a) pharmaceutical products which refer to products registered with the NPRA and scheduled drugs regulated under the Poisons Act 1952;
- (b) healthcare products which refer to OTC drugs, nutraceutical products, health supplements, rehabilitation, medical and healthcare devices, and first aid and surgical supplies;
- (c) beauty products, including an extensive selection of skincare and personal care items from both local and international brands; and
- (d) general merchandise and other products.

For the Financial Years Under Review, our pharmaceutical products and healthcare products contributed 86.6%, 84.0%, 81.4% and 79.2% of our total revenue. We have 25,772 SKUs at the LPD consisting of (i) 3,849 pharmaceutical products; (ii) 12,273 healthcare products; (iii) 7,172 beauty products; and (iv) 2,478 general merchandise and other products.

We also sell a range of our own-brand products and exclusive products. Own-brand products are our own proprietary brands which cover a range of health supplements, health consumables, and beauty and personal care products. Exclusive products are third party branded products which we have exclusive arrangements with Brand Principals to sell. These exclusivity arrangements may include regional exclusivity, as well as arrangements where we are the exclusive chain pharmacy retailer. We also carry certain second-brand products from Brand Principals that are multinational pharmaceutical companies. These are products produced by Brand Principals using the same formulations, recipes and manufacturing processes as their main brands but sold under a different brand name. As at the LPD, we have over 1,000 SKUs for our own-brand products and over 3,000 SKUs for exclusive products.

7. BUSINESS OVERVIEW (Cont'd)

Please refer to the diagram below for a breakdown, by retail revenue, of our own-brand products and exclusive products as a percentage of total retail revenue for the Financial Years Under Review:

**Note:**

- (1) Includes other products sold through our retail segment which are not own-brand products or exclusive products

Our acquisitions over the Financial Years Under Review had allowed us to increase the number of SKUs of our own-brand products and exclusive products, and provided us additional avenues to cross-sell these products to our customers via our enlarged retail outlet network.

We do not apply a fixed mark-up over cost as the basis for determining the selling prices of our products. Instead, our pricing strategy is designed to provide our customers with an attractive price-to-quality product offering and takes into consideration, among others, factors such as geographical location (e.g. urban and non-urban locations), product focus, store density, competition intensity, and target customer demographic. Our scale and established partnerships and relationships with suppliers and Brand Principals allow us to continually optimise procurement terms, obtain favourable rebate terms, maintain competitive pricing and ensure the availability of a diverse product range to meet the evolving needs of our customers. We are also able to offer competitive prices as we leverage emerging market trends through our integrated manufacturing, importing, marketing, distributing and wholesaling capabilities. We continually monitor market prices and review the positioning of our products to further customise our product mix to the needs of our respective customer segments by tracking product trends and implementing appropriate price adjustments or promotions as and when necessary.

7. BUSINESS OVERVIEW (Cont'd)

We also offer a comprehensive range of healthcare services which complement our pharmaceutical retail business and provide customers with an integrated healthcare experience. Such services include, diabetes counselling services, weight counselling services, smoking cessation services, medication use review, chronic condition management and rehabilitation rental services which are subject to the Community Pharmacy Benchmarking Guideline 2025 issued by the Pharmaceutical Services Programme, MOH, which sets out the operational standards relating to, among others, personnel qualification, documentation record maintenance, standard operating procedures and facility requirements. In addition, the pharmacists and dieticians providing such complementary healthcare services are required to be registered under the Registration of Pharmacists Act 1951 and Allied Health Professions Act 2016 respectively. Please refer to Section 7.14 of this Prospectus for further details on the governing laws and regulations relating to our operations. These complementary healthcare services are provided physically at our retail pharmacy outlets and digitally through our MyHA platform (save for rehabilitation rental services which are only provided physically at selected retail outlets). We also offer in-store consultation by dieticians at selected retail outlets. For details on the digital health services on our MyHA platform, please refer to Section 7.4.4.3 of this Prospectus. We offer similar categories of products and services across our retail pharmacy brands.

We are a partner of the MyMediSAFE programme, an initiative by the MOH to encourage and educate the public to dispose of their unused or expired medicines in the correct and safe way. We provide free safe medicine disposal services where customers can return expired or unwanted medicines to us at certain retail outlets, and we will assist to safely dispose of the medicine.

7.4.4 Our others segment

Our others segment contributed to approximately 1.9%, 2.7%, 3.8% and 7.1% of our total revenue for the FYE 2023, FYE 2024, FYE 2025 and FYE 2026 respectively. Accordingly, brief details on our business activities under our others segment are set out in this section. Our others segment includes manufacturing, importing, marketing, distributing and wholesaling of healthcare, pharmaceutical and nutraceutical products as well as the provision of physiotherapy, tele-consultation and other healthcare-related services.

7.4.4.1 Manufacturing

We manufacture a diverse range of formulations for pharmaceutical products, health supplements and traditional medicines carried out through Yanling. For the FYE 2026, 85 SKUs (contributing approximately 3.1% of our total revenue for the FYE 2026) are manufactured in-house. We manufacture such products in various dosage forms, including hard capsules, tablets, effervescent tablets, softgel capsules, powder mixtures and liquid mixtures. Our manufacturing business allows us to manufacture our own-brand products in-house. We also manufacture products for various resellers, including distributors and wholesalers, and Brand Principals.

We provide various product packaging materials and also advise our clients on suitable product packaging options for their products.

(a) Manufacturing services

We provide a wide range of pharmaceutical and healthcare manufacturing services at each stage of the pharmaceutical manufacturing process, including:

- **Raw materials sourcing** – we source high-quality raw materials from suppliers who have a consistent track record of providing quality products at competitive prices. These raw materials undergo a screening programme before being used.
- **Product R&D** – we offer research and development services to develop new and innovative products. We help customers formulate, research, and develop products according to their needs, tailoring them to specific requirements.

7. BUSINESS OVERVIEW (Cont'd)

- **Product registration and documentation** – we assist with the regulatory process, ensuring products meet all necessary documentation and registration requirements. We have experience in registering products with the NPRA and provide documents needed for overseas product registration. Please refer to Section 7.8 of this Prospectus for further details on our R&D activities.
- **Packaging materials** – we assist in preparing and drafting product labels in compliance with the NPRA for registered products and Food Safety and Quality standards for food products. We also liaise with printer suppliers for product label printing and packaging suppliers.
- **Manufacturing and quality control** – we provide full-service manufacturing services from exclusive formulation, development, production, laboratory testing, storage, and delivery to product management. Our manufacturing processes adhere to strict quality control measures to ensure the highest standards of product safety and efficacy.
- **Product Halal application** – we have a dedicated Halal committee team that assists in applying for Halal certification of products. We ensure compliance with the standards set by the JAKIM, which is well recognised by Islamic countries.
- **Laboratory testing** - we conduct thorough laboratory testing to ensure product quality and safety. We provide tests such as heavy metal, microbial, assays, stability tests, mineral tests, and nutritional analysis using US Pharmacopoeia and British Pharmacopoeia standards.
- **Logistics and delivery** - we provide end-to-end service with our own logistic partners and in-house delivery vehicles, ensuring all products are delivered timely under the required conditions.

(b) Manufacturing facility

As at the LPD, we operate an integrated manufacturing facility equipped with six manufacturing lines for the manufacture of products in various dosage forms, including hard capsules, tablets, effervescent tablets, softgel capsules, powder mixtures and liquid mixtures. Our Manufacturing Facility is licensed by the Drug Control Authority and holds various certifications including ISO 22000:2018 Food Safety Management Systems, certification by SIRIM QAS International Sdn Bhd, Halal certification by JAKIM and a GMP Certificate. Our Manufacturing Facility is also in compliance with the Industrial Responsibility Safe Food Certification Scheme (MeSTI) by the MOH.

The utilisation rates of our manufacturing lines for the FYE 2026 are set out below:

Manufacturing line	Annual production capacity ('000)⁽¹⁾	Actual output ('000)	Utilisation rate
Hard capsule (pcs)	198,720	89,405	45.0%
Film coated, uncoated, and chewable tablet (pcs)	276,480	145,128	52.5%
Effervescent tablet (pcs)	51,840	1,670	3.2% ⁽²⁾
Softgel capsule (pcs)	74,880	42,224	56.4%
Powder sachet (pcs)	43,200	4,530	10.5%
Finished product packing (units)	8,640	5,667	65.6%

7. BUSINESS OVERVIEW (Cont'd)

Notes:

- (1) Annual production capacity is calculated based on machine capacity running 24 hours per day and 24 working days per month.
- (2) Utilisation is low as this is a relatively new line which commenced operations in March 2025.

7.4.4.2 Importing, marketing, distributing and wholesaling

We import, market, distribute and wholesale a variety of pharmaceutical products, medicines, nutraceutical products, medical devices, herbal and supplement products, and rehabilitation products to hospitals, clinics, and pharmacies, and other healthcare providers, mainly carried out through Medispec, Quantum Upstream and Aetos Pharma, with Medispec being the largest. We also own and distribute our own-brand products.

The general processes for our importing, marketing, distributing and wholesaling business are as follows:

- (i) **Product development and sourcing** – our product development team sources new products from various manufacturers from different countries before the relevant distribution agreements are entered into for our Group to represent the Brand Principals as their agent to distribute their products. Some of the Brand Principals that we distribute for include Biopharm Chemicals Co., Ltd., a pharmaceutical manufacturer for over 45 years with brands such as Flanil analgesic cream, Belcid antacid and Kaneka Corporation, the brand owner of Kaneka Ubiquinol®, which is a strong antioxidant and a highly absorbable form of Coenzyme Q10 (CoQ10).
- (ii) **Product registration** – once the relevant distribution agreement has been signed for a particular product, our regulatory team manages product registrations with the NPRA and MDA, depending on classification of the relevant product. Such product registration typically takes two to three years.
- (iii) **Marketing and sales** – once a product is registered with the relevant authority, the marketing team will, if required, re-negotiate pricing with suppliers or Brand Principals if there are any material changes in market conditions and prepare for product launch. The sales team then sells the products to the market.

Medispec has a staff force of over 240 employees including 156 sales personnel as at the LPD. We have a distribution network spanning across the whole of Malaysia (including Peninsular and East Malaysia) and Brunei. As at the LPD, we also have over 7,200 distribution points across various distribution channels including, among others, government and private hospitals, general practitioner clinics, veterinary clinics, chain and independent pharmacies and other healthcare providers.

We also adhere to international quality requirements including, among others, Good Distribution Practices for Medical Devices.

7. BUSINESS OVERVIEW (Cont'd)

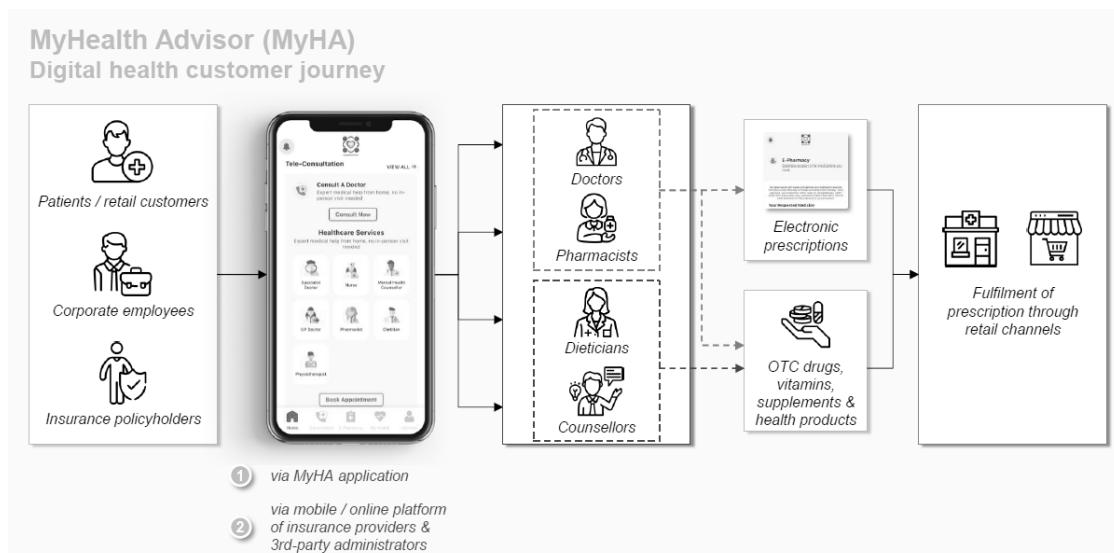
7.4.4.3 Our services

Tele-consultation and electronic prescription through our MyHA digital health platform

MyHA is our integrated digital health platform, designed to provide a seamless and integrated healthcare experience for our customers. Through our MyHA platform, users can access medical tele-consultation services and receive electronic prescriptions virtually from doctors, providing our customers with an integrated healthcare experience from medical consultation to prescription. Customers can also consult with pharmacists regarding their health conditions, appropriate medication use or potential drug interactions through our MyHA platform. For individuals on long-term therapy, we also support prescription refill requests on our MyHA platform as long as the customer has a valid prescription issued by their treating doctor. All medicine refill requests are reviewed and clinically screened by our licensed pharmacists prior to dispensing. Prescriptions and medicine fulfilment requests are then fulfilled either through in-store collection at any one of our licensed pharmacies under our portfolio of retail pharmacy brands or by delivery through third-party service providers.

In addition to tele-consultation with doctors and pharmacists, we also offer tele-consultation services with dietitians, counsellors and other healthcare providers on our MyHA platform, who may also recommend certain OTC drugs, vitamins, supplements or other health products that we carry.

As at the LPD, our doctors, pharmacists, dietitians and counsellor are full-time employees and qualified healthcare professionals who hold valid registration and practising certificates as required under the applicable laws and regulations to deliver tele-consultation and related services through our MyHA platform. We pay our doctors, pharmacists, dietitians and counsellor a fixed monthly basic salary, and discretionary annual increments and bonuses based on our performance and the individual employee's performance and conduct. As these healthcare providers are our employees, our Group is responsible for all employer obligations under the applicable Malaysian employment laws, including the Employment Act 1955. Please refer to Section 5.1.6 of this Prospectus for risks we face in relation to negligence, malpractice or sub-standard services of our healthcare providers.



Our MyHA platform is currently available as a standalone mobile application and on the mobile and/or online platforms of certain third-party healthcare administrators, and medical and healthcare insurance providers which we have arrangements with. This enables the corporate employees or insurance policyholders of those third-party healthcare administrators and/or medical and healthcare insurance providers to have access to our MyHA platform.

For details on our future plans and strategies in relation to our MyHA digital health platform, please also refer to Section 7.3.2 of this Prospectus.

7. BUSINESS OVERVIEW (Cont'd)

Physiotherapy services

As at the LPD, we offer physiotherapy services through our 27 physiotherapy centres, 137 physiotherapists and 173 bay beds mainly under Your Physio. Our 27 physiotherapy centres are located across Klang Valley, Penang, Perak and Johor. We offer physiotherapy services for various ailments, including musculoskeletal pain, sports injuries, spinal conditions, scoliosis, and post-operative rehabilitation. We also offer specialised health treatments for, among others, lung and chest pains, vertigo and stomach acid reflux. Please refer to Section 7.14.1(x) of this Prospectus for details on the regulation in relation to our provision of physiotherapy services.

7.5 MARKETING ACTIVITIES

Our retail segment is our core business and largest operating segment by revenue and our marketing activities are mainly for our retail segment.

We strive to create strong brand values to associate shopping at our retail outlets with access to pharmacy and healthcare services, convenience, quality, value and choice. Our marketing and advertising teams plan our marketing and advertising initiatives approximately 12 months in advance which are reviewed on a quarterly basis, and conduct marketing campaigns in weekly, bi-weekly and/or monthly cycles. We run advertisement campaigns nationwide to promote our brand names through a variety of advertising channels, including radio commercials, billboard advertisements, social media platforms, print media advertisements, such as newspapers and magazines, key opinion leaders and commercial partnerships. In addition, we advertise using leaflets, flyers, temporary displays and other in-store media, and online web and social media platforms, such as Instagram, Facebook, TikTok, RedNote and Youtube to promote our new retail outlet launches, product launches and other in-store promotions. We also use our own social media channels on such platforms to maintain regular and direct contact with our followers. Our social media platforms also serve as an interactive channel to receive customer feedback or complaints and to respond quickly and directly to our customers. We also work with third-party advertising agencies to promote our brand and conduct special events and product launches.

We also have in place membership programmes with more than 7.9 million registered members as at the LPD across our "BIG Pharmacy", "CARiNG Pharmacy" (which includes "Georgetown Pharmacy" and "Wellings Pharmacy") and "iCare Pharmacy" brands and with approximately 55.9% of registered customers having purchased our products in the past 12 months. Our membership programme provides customers with exclusive benefits and rewards, helping to foster a strong connection between our brands and our customer base. We also leverage customer data and analytics to segmentise and personalise marketing communications and product recommendations for our members.

Given the mass-retail nature of our business, we also have a comprehensive outlet-level marketing strategy, including hosting "grand opening" events, strategic placement of directional signage to encourage greater footfall at our retail outlets, and conducting in-outlet promotions throughout the year to coincide with local festivities and other events. Periodically, we have promotional offers and organise events and competitions to engage our customers.

For the FYE 2023, FYE 2024, FYE 2025 and FYE 2026 our selling and distribution expenses accounted for 4.0% (RM8.9 million), 3.3% (RM15.0 million), 4.5% (RM31.5 million) and 5.5% (RM50.5 million) respectively, of our total operating and administration expenses.

7. BUSINESS OVERVIEW (Cont'd)

7.6 TYPES, SOURCES AND AVAILABILITY OF INPUT MATERIALS

The table below sets out the major types of input materials that we purchased from our external suppliers for the Financial Years Under Review:

	FYE 2023		FYE 2024		FYE 2025		FYE 2026	
	RM'000	%	RM'000	%	RM'000	%	RM'000	%
Imported	38,581	4.0	50,007	3.0	92,671	3.4	194,944	6.5
Finished products	38,233	4.0	45,414	2.7	86,499	3.2	177,124	5.9
Raw materials	157	*	4,522	0.3	5,561	0.2	14,787	0.5
Packaging materials	10	*	20	*	390	*	2,363	0.1
Other materials	181	*	51	*	221	*	670	*
Locally sourced⁽¹⁾	911,885	96.0	1,617,148	97.0	2,590,155	96.6	2,811,361	93.5
Finished products	909,503	95.7	1,595,165	95.7	2,559,891	95.4	2,759,312	91.8
Raw materials	485	0.1	16,238	1.0	23,733	0.9	39,338	1.3
Packaging materials	1,380	0.1	4,853	0.3	5,170	0.2	8,771	0.3
Other materials	517	0.1	892	0.1	1,361	0.1	3,940	0.1
Total	950,466	100.0	1,667,155	100.0	2,682,826	100.0	3,006,305	100.0

Notes:

* Negligible

(1) Includes products sourced from local suppliers which may have imported such products.

There were no supply issues or price volatility in the finished products and raw materials which had a material adverse impact on our financial performance for the Financial Years Under Review and for the period from 1 July 2026 and up to the LPD. Further, the geopolitical tensions arising from the military operations by the U.S. and Israel in Iran did not have a material impact on our Group's supply chain.

7.7 SUPPLY CHAIN MANAGEMENT AND DISTRIBUTION NETWORK

We operated our own centralised distribution centre located at Shah Alam prior to the Caring Acquisition and we have subsequently ceased operations. Further, we have centralised our retail procurement and distribution functions in CPRM and consolidated our retail supply chain operations in BRDC, our primary distribution centre.

7.7.1 Supplier and supply chain management

For the FYE 2026, approximately 85 SKUs (contributing approximately 3.1% of our total revenue for the FYE 2026) sold through our retail segment are manufactured in-house through Yanling. The rest of our products are sourced externally as finished goods from both local and overseas suppliers and manufacturers, including those located in the People's Republic of China, Thailand, Singapore and the United States.

For our retail operations, our dedicated product procurement team oversees our product procurement process and identifies suitable products to be distributed and sold at our retail outlets.

7. BUSINESS OVERVIEW (Cont'd)

Once a suitable product from a Brand Principal has been identified, our procurement team will initiate negotiations to finalise the trading terms and arrangements, including any purchase or supplement commitments or any purchase rebates, with the Brand Principal. To ensure that such trading terms and arrangements are competitive and aligned with our business objectives, our procurement team:

- conducts market price surveys and/or benchmark against existing contracts for similar products;
- if necessary, consults the buying committee which consists of senior members of our procurement and RSO teams; and
- assesses the relevant product's sales potential and commercial viability.

We do not typically enter into fixed-term or long-term distribution agreements with our suppliers or Brand Principals but instead procure them on a purchase order basis on agreed terms with our suppliers and/or Brand Principals.

We have arrangements with certain Brand Principals and suppliers to return certain expired, near-expiry, damaged or slow-moving products to them in accordance with the agreed terms, while certain products supplied to our Group are on a non-returnable basis. As at the LPD, 48.7% of our product SKUs are returnable. Any product return is subject to negotiation and mutual agreement with the relevant Brand Principal and suppliers on a case-by-case basis. These arrangements apply to both third-party brand products and, where applicable, our own-brand products manufactured or supplied through third parties.

In this respect, certain agreements with our Brand Principals and suppliers also provide for general indemnities in favour of our Group, whereby such Brand Principals and suppliers agree to indemnify our Group against certain losses, liabilities, claims, damages and expenses arising from the performance of their obligations under the agreements.

For our retail operations, we operate an integrated supply chain that handles our end-to-end operations including sourcing, storage and distribution. Yanling and Medispec each have separate supply chain management systems for their operations.

7.7.2 Warehousing, inventory management, logistics and transportation

BRDC, our centralised and semi-automated distribution centre in Bukit Raja, Klang integrates IT systems and automation technology to optimise our inventory management and distribution processes across our retail operations. As at the LPD, 31.7% of our total retail inventory was stored at BRDC, which distributes inventory to the majority of our retail outlets across Malaysia and to our other satellite distribution centres. Our satellite distribution centres will then distribute the inventory received from BRDC to our retail outlets across Malaysia. Our centralised inventory management system is fully integrated with our store-level point-of-sale system which enables real-time tracking of stock levels and automated stock replenishment, thereby optimising inventory turnover and minimising stock shortages or overstocking at our retail outlets. BRDC also employs put-to-light order fulfilment technology, a paperless order fulfilment system that uses light indicators to guide staff to the correct items for picking which enhances order accuracy and processing speed. Further, we deploy autonomous mobile robots and automated carton transfer units which allows for efficient handling, storage, and retrieval of pallets and boxes, further improving throughput and reducing reliance on manual processes. We also have three satellite distribution centres which are located in Penang, Johor and Sarawak which will distribute inventory to retail outlets in the respective regions. We also engage a third-party service provider for an additional storage warehouse for selected bulky products.

Approximately 18.9% of our transportation requirements by volume are handled by our own in-house drivers and the remaining 81.1% is outsourced to multiple logistics providers as at the LPD. Our distribution teams plan the delivery routes for our trucks daily so as to optimise our resources and logistics costs.

7. BUSINESS OVERVIEW (Cont'd)

Yanling and Medispec each have separate warehousing, inventory management, logistics and transportation systems and requirements as they operate distinct and different business models from our Group's retail segment.

7.8 RESEARCH AND DEVELOPMENT

Our R&D efforts are primarily driven by Yanling, which focus on delivering customised solutions that meet the evolving needs of our clients. Yanling specialises in developing formulations tailored to specific client requirements. Our projects are typically initiated in response to customer requests for new product development. In addition, we proactively pursue internal product development projects aimed at expanding our formulation expertise and dosage form capabilities. Recent developments include additional varieties of dosage forms such as modified-release tablets (including extended-release, fast-release, orally dispersible and effervescent tablets) as well as liquid formulations.

As at the LPD, we have 13 employees in our R&D team, including pharmacists and specialists with backgrounds in biotechnology and food science. The diverse expertise of our product development team ensures that all formulations comply with stringent industry standards and regulatory requirements. Such costs in relation to our R&D activities are fully expensed.

7.9 QUALITY CONTROL AND PRODUCT WARRANTY

7.9.1 Quality control and assurance

Our quality assurance and quality control framework is designed to ensure product consistency, safety, and efficacy, and reflects our dedication to delivering products that meet both customers' expectations and stringent regulatory standards.

For our retail operations, we only source products from established suppliers, including distributors, manufacturers, and Brand Principals. We have also established and implemented internal control policies which are centrally managed by our product procurement team to ensure that, among others, products sold through our retail segment have been approved and registered with the appropriate regulatory authorities. Prospective suppliers and Brand Principals are required to submit an onboarding form and provide the necessary supporting documents for our category management team's review prior to being onboarded to ensure that their products are authentic and duly registered with the relevant authorities. For example, in compliance with the Control of Drugs and Cosmetic Regulations 1984, products to be used for medicinal purposes are approved by and registered with the Drug Control Authority and cosmetic notified to the Director of Pharmaceutical Services, while medical device products are registered with the MDA in compliance with the Medical Device Act 2012. For manufacturers of our own-brand products, we will also conduct on-site inspections of such manufacturers' facilities as a pre-requisite to their onboarding. Under certain trading terms, our suppliers and Brand Principals for our third-party brand products are contractually obligated to obtain and maintain all necessary licences, permits, certifications and regulatory approvals, and to provide all relevant supporting documents upon our request. Our suppliers and Brand Principals have also warranted to us that their products will not infringe any other third-party trademark or copyright. Notwithstanding the above, please refer to Section 5.1.19 of this Prospectus for further details on the risks relating to claims of infringement of intellectual property rights or other proprietary rights of third parties.

7. BUSINESS OVERVIEW (Cont'd)

Our existing suppliers and Brand Principals will also be required to submit a product listing form for each new product listing which incorporates product category-specific regulatory and labelling requirements. Product compliance is verified by our respective category management teams based on the supporting documents provided, prior to a SKU creation. For example, we will verify the product registration number (e.g. MAL or MDA registration number) against the relevant regulatory authority's online database prior to product listing. We continuously enhance these implemented controls as and when necessary, and provide training for our relevant employees to ensure that they are updated on the latest regulatory developments as and when required.

Our product procurement team also regularly assesses the quality of the products that we procure and engage in communications with our suppliers and Brand Principals. Under certain trading terms, our suppliers and Brand Principals are contractually obligated to rectify any product quality or compliance issues at their own cost, and indemnify us against all losses, costs, and liabilities arising from product defects or non-compliance. Depending on the nature and severity of the non-compliance, our suppliers and Brand Principals may be required to replace, withdraw or recall the affected products and/or suspend the supply of such products. Further, we conduct regular quality checks at our distribution centres, warehouses and each of our retail outlets, and maintain quality control measures for, among others, proper handling, transportation and storage of our products. Our supply chain division also complies with the good distribution practice guidelines to ensure that the quality and integrity of NPRA-registered products are maintained throughout the supply chain process, including storage, distribution and product recall management.

With respect to pharmacy operations and the handling of controlled medicines, our pharmacy division maintains a practised workflow and internal controls governing the procurement, storage, supply and dispensing of poisons, including controls over pharmacist registration and licensing, dispensing practices, prescription verification, record-keeping and inventory monitoring. For example, access to controlled medicines is restricted to authorised personnel and dispensing is conducted or supervised by pharmacists, in compliance with applicable regulatory requirements.

Our pharmacy operations are conducted in compliance with applicable laws and regulations, including the Registration of Pharmacists Act 1951, the Poisons Act 1952, the Sale of Drugs Act 1952 and the Medicines (Advertisement and Sale) Act 1956, while our pharmacists are required to comply with the Code of Ethics for Pharmacists 2018.

For our manufacturing operations under Yanling, our quality control and assurance controls are implemented comprehensively across all critical checkpoints, from incoming raw material inspection, in-process quality control, to final product quality control. These controls ensure that every product we manufacture complies with the requirements set by the NPRA and other relevant local authorities.

For our importing, marketing, distributing and wholesaling operations under Medispec, we comply with applicable laws and regulations for importing, marketing, distributing and wholesaling pharmaceutical products and medical devices. We also comply with the NPRA's Guidelines on Good Pharmacovigilance Practices.

The relevant manufacturers, product owners or importers (including Quantum Upstream and Aetos Pharma) are responsible for ensuring that products distributed through our retail network are safe, efficacious and duly registered with the relevant authorities. Where product complaints are received from customers, we have established customer handling procedures to channel and escalate such complaints to the relevant manufacturer or product owner for further investigation and resolution.

7. BUSINESS OVERVIEW (Cont'd)

7.9.2 CUSTOMER SERVICE

For our retail operations, we focus on providing customers with pre-sale and post-sale customer service. Pre-sale customer service includes our pharmacists providing counselling and advice on vital information regarding the use of pharmaceutical products, including how to take it correctly, potential side effects and storage instructions. Our retail outlets are well-staffed with knowledgeable pharmacists and employees to assist our customers with any product inquiries they may have.

Post-sale, we monitor customer queries and feedback regularly and operate a customer services careline. We endeavour to maintain a 24 to 72 hours response time for complaints received, depending on the severity of the case.

The products sold by our Group are non-refundable. However, we have a return policy whereby customers may exchange eligible products in their original, unopened, and properly packaged condition at our retail outlet which sold these products within seven days of the purchase. Products such as medicines, temperature labile items, and sterile products are ineligible to be returned or exchanged due to health, safety and product integrity considerations. In the event of a product recall, our suppliers and Brand Principals are required to inform us of the reasons for the recall. Upon receiving such notification, we will issue a memorandum to our retail outlets and warehouses, instructing them to return the affected products within the stipulated timeframe.

We have an online chatbot to address simpler pre-sale or post-sale queries, especially for our customers purchasing our products through our e-commerce channels to ensure satisfactory customer service in a cost-effective manner. If the online chatbot is unable to address such queries satisfactorily, our customers will be redirected to a customer service staff.

For our manufacturing operations, in the event of any concerns raised from our customers, we conduct a thorough investigation to appropriately and transparently address such concerns.

For our importing, marketing, distributing and wholesaling operations, we will investigate and address any complaints pertaining to our services or to stock damaged during transit or delivery. Where the complaint pertains to product quality issues or defects, our pharmacovigilance and commercial team will collect the customer complaint data and connect with the relevant Brand Principal or supplier to identify the root cause, perform assessment and quality control review and the relevant Brand Principal or supplier will provide an explanation to be submitted to the NPRA or to the customer concerned.

7.10 TECHNOLOGY AND DATA PROTECTION

7.10.1 Technology

We utilise our in-house support and management tools as well as external tools in our retail operations. As at the LPD, we have an internal IT team of 40 personnel who develop and maintain applications that address specific business requirements, as well as providing essential IT support to our RSO team, internal operations team and our management team. We have a centralised SAP system which manages various IT and operational functions, including foundational master data, sales and distribution and comprehensive financial control. This central system is strategically integrated with other critical downstream platforms, including our customer-facing point-of-sale system and our warehouse management system at BRDC.

7. BUSINESS OVERVIEW (Cont'd)

7.10.2 Data protection

We are required to comply with applicable data protection laws in Malaysia, including the Personal Data Protection Act 2010 (“**PDPA**”) and Personal Data Protection (Amendment) Act 2024 in Malaysia. Our brand websites set out our privacy policy, how we handle the personal data of our customers and the terms of use. We gather customer and patient data, including data from health screenings, membership programmes and e-commerce transactions pursuant to consent of our customers who are informed of their rights. As at the LPD, no incidents relating to cybersecurity, information leakage or data breaches have been reported.

Our Board is of the view that our internal controls relating to data privacy and information security are adequate to mitigate the risk of breach in data privacy and information security, which include the following:

- **Governance and Compliance** – To mitigate the risk of data leakage, we have established a PDPA policy, a privacy policy and a documented IT security, data protection and acceptable use policies. PDPA requirements have also been communicated to employees via privacy notices, outlet directives and targeted training and awareness programmes to comply with the PDPA.
- **Information Security Controls** – To mitigate the risk of data breaches, unauthorised access, and cybersecurity incidents, we have implemented layered cybersecurity controls, including firewalls, endpoint protection, data encryption, multi-factor authentication, and role-based access controls. We have also obtained ISO 27001 Information Security Management System certification for our MyHA digital health platform. In addition, we conduct periodic access reviews and established formal approval processes for access to key systems, such as our SAP enterprise resource planning system and point-of-sale system. We also conduct outlet compliance audits and regular cybersecurity awareness programmes. Furthermore, our third-party vendors are required to execute non-disclosure agreements to safeguard our confidential information and data.
- **Cyber Resilience and Incident Management** – To mitigate the risk of disruptions to our business operations arising from natural disasters, systems failures or other unforeseen events, we have established an IT security policy governing cloud-based disaster recovery, which includes regular data backups, offsite storage and ransomware recovery testing. We also conduct vulnerability assessments and penetration testing, and have implemented appropriate data security measures across our digital platforms. In the event of any information security breach, the incident will be reported and investigated, and a root cause analysis will be conducted in accordance with our established incident management procedures.

7. BUSINESS OVERVIEW (Cont'd)

7.11 MAJOR SUPPLIERS

Our Group's top five suppliers for each of the Financial Years Under Review are as follows:

No.	Supplier	Products and services purchased	Length of business relationship (years) ⁽¹⁾	Purchases (RM'000)	% of our total purchases
FYE 2023:					
1.	Zuellig Pharma Sdn Bhd and its group of companies (" Zuellig Group ")	Pharmaceutical and consumable products	19	344,877	36.3
2.	DKSH Malaysia Sdn Bhd and its group of companies (" DKSH Group ")	Pharmaceutical and consumable products	19	186,629	19.6
3.	Brego Life Sciences Sdn Bhd	Nutraceutical and consumable products	10	32,285	3.4
4.	Apex Pharmacy Marketing Sdn Bhd	Pharmaceutical and consumable products	19	29,902	3.1
5.	Pharmaforte (M) Sdn Bhd and its group of companies	Pharmaceutical and consumable products	19	16,979	1.8
Sub-total				610,672	64.2
Total purchases				950,466	100.0
FYE 2024:					
1.	Zuellig Group	Pharmaceutical and consumable products	19	592,919	35.6
2.	DKSH Group	Pharmaceutical and consumable products	19	322,435	19.3
3.	Apex Pharmacy Marketing Sdn Bhd	Pharmaceutical and consumable products	19	45,796	2.7
4.	Brego Life Sciences Sdn Bhd	Nutraceutical and consumable products	10	43,560	2.6
5.	Haleon Malaysia Sdn Bhd and its group of companies (" Haleon Group ")	Pharmaceutical and consumable products	2.5	36,206	2.2
Sub-total				1,040,915	62.4
Total purchases				1,667,155	100.0

7. BUSINESS OVERVIEW (Cont'd)

No.	Supplier	Products and services purchased	Length of business relationship (years) ⁽¹⁾	Purchases (RM'000)	% of our total purchases
FYE 2025:					
1.	Zuellig Group	Pharmaceutical and consumable products	19	990,686	36.9
2.	DKSH Group	Pharmaceutical and consumable products	19	504,732	18.8
3.	Apex Pharmacy Marketing Sdn Bhd	Pharmaceutical and consumable products	19	66,173	2.5
4.	Haleon Group	Pharmaceutical and consumable products	2.5	58,147	2.2
5.	Pharm-D Health Science Berhad and its group of companies ⁽²⁾	Nutraceutical and consumable products	1.5	47,282	1.8
Sub-total				1,667,020	62.1
Total purchases				2,682,826	100.0
FYE 2026:					
1.	Zuellig Group	Pharmaceutical and consumable products	19	1,152,380	38.3
2.	DKSH Group	Pharmaceutical and consumable products	19	571,026	19.0
3.	Haleon Group	Pharmaceutical and consumable products	2.5	57,758	1.9
4.	Apex Pharmacy Marketing Sdn Bhd	Pharmaceutical and consumable products	19	57,414	1.9
5.	Brego Life Sciences Sdn Bhd	Pharmaceutical and consumable products	10	48,892	1.6
Sub-total				1,887,470	62.7
Total purchases				3,006,305	100.0

Notes:

- (1) Length of business relationship as at the LPD.
- (2) Chong Yeow Siang, our Chief Operating Officer, is a director of and a passive shareholder in CPHD Sdn Bhd, an investment holding company which, among others, holds shares in Pharm-D Health Science Berhad. Please refer to Section 9.4.4(i) of this Prospectus for further details.

7. BUSINESS OVERVIEW (Cont'd)

Zuellig Group and DKSH Group contributed approximately 55.9%, 54.9%, 55.7% and 57.3% to our Group's total purchases for the FYE 2023, FYE 2024, FYE 2025 and FYE 2026 respectively. Similar to other retail pharmacies in Malaysia, our Group relies on Zuellig and DKSH for their supply of pharmaceutical and consumable products as they are the appointed local distributors of certain brands of pharmaceutical and consumable products in Malaysia. For example, Zuellig is the appointed local distributor for brands such as AstraZeneca, Viartis and Novo Nordisk in Malaysia, and DKSH is the appointed local distributor for brands such as Boehringer, Novartis and Abbott Nutrition in Malaysia. If the supply of products from Zuellig and DKSH is disrupted or ceased, or if there are adverse changes in our Group's business relationship with them, our Group may not be able to find suitable alternative suppliers for the supply of these products at reasonable prices or on commercially acceptable terms, which may in turn affect our Group's business, operations and financial condition.

7.12 MAJOR CUSTOMERS

Due to the largely retail nature of our Group's business, no individual customer contributed to more than 5.0% of our total revenue for the Financial Years Under Review.

7.13 SEASONALITY

We generally do not experience significant seasonality in the sale of our products as our products are for general use and applications that are not generally tied to any seasonality factors.

7.14 GOVERNING LAWS AND REGULATIONS

The relevant laws and regulations governing our Group and which are material to our operations are summarised below. The following does not purport to be an exhaustive description of all relevant laws and regulations to which our business is subject and is only intended to provide general information to investors. It is not intended to be a substitute for independent professional advice. Non-compliance with the relevant laws and regulations below may result in monetary and/or custodial penalties and/or any other orders being made.

7.14.1 Governing laws and regulations relating to our industry**(i) Registration of Pharmacists Act 1951 ("RPA 1951")**

The RPA 1951 governs the registration of pharmacists. Pursuant to the RPA 1951, no person shall take or use the name or title of pharmaceutical chemist or pharmacist or chemist and druggist or druggist or pharmacist, or take or use in connection with the sale of goods by retail the name or title of chemist or any other name, title, addition or description implying that he or any person employed by him is registered or entitled to be registered under the RPA 1951. No person shall take or use or affix to, or use in connection with, his premises any title or description reasonably calculated to suggest that he or anyone employed in the business carried on in his premises possesses any qualification with respect to the selling, dispensing or compounding of drugs or poisons other than the qualifications which he in fact possesses. Any person who acts in contravention shall be guilty of an offence and liable on conviction before a Sessions Court to a penalty not exceeding RM500, and to a further penalty of RM50 for every day during which the offence continues.

7. BUSINESS OVERVIEW (Cont'd)

The RPA 1951 further provides that no body corporate shall use the name or title of chemist and druggist or dispensing chemist or dispensing druggist or describe the premises at which it carries on business as a pharmacy, unless it is registered under Section 13(1) of the RPA 1951 and complies with the requirements of Section 13(4) of the RPA 1951. Any body corporate acting in the contrary, or if registered under Section 13(1) of the RPA 1951, failing to comply with the conditions imposed by Section 13(4), shall be guilty of an offence and liable on conviction before a Sessions Court to a penalty not exceeding RM2,000 and to a further penalty not exceeding RM50 for every day during which such offence continues, pursuant to Section 13(9) of the RPA 1951.

The name of any pharmacist or body corporate who fails to obtain an annual certificate prior to the commencement of any year shall result in the removal from the register pursuant to Section 16(4) of the RPA 1951.

(ii) Poisons Act 1952 ("PA 1952")

The PA 1952 regulates the importation, possession, manufacture, compounding, storage, transport, sale and use of poisons. "Poison" shall mean any substance specified by name in the first column of the Poisons List set out in the First Schedule of the PA 1952 and includes any preparation, solution, compound, mixture or natural substance containing such substance, other than an exempted preparation or an article or preparation included for the time being in the Second Schedule of the PA 1952.

Pursuant to the PA 1952, no person shall:

- (a) import, store and deal, generally by wholesale and retail or by wholesale only or by retail only, in all poisons unless being licensed pursuant to the PA 1952;
- (b) knowingly sell, supply, keep or have in his possession or under his control or store any poison otherwise than in accordance with the regulations made under the PA 1952 and in force relating to the possession, containers, packaging, labelling or storing of such poison; and
- (c) dispense, compound or mix any poison with any other substance, whether a poison or not, for the purpose of using it for medical treatment unless he is a pharmacist or a person working under the immediate personal supervision of a pharmacist.

The PA 1952 allows the Director General of Health Malaysia, or the Principal Director or the Director of Medical and Health Services of any State duly appointed by the Director General of Health to be a licensing officer of any State or the Federal Territory to, among others, issue a Type A licence to a pharmacist to import, store and deal in, generally by wholesale and retail or by wholesale only or by retail only, subject to the PA 1952, all poisons. Every such licence shall be personal to the licensee named therein and shall not in any case, be transferable to another person and no licence shall authorise the sale of any poison by any person other than the person named therein or otherwise than under his personal supervision, provided that the licensing officer, if he sees fit, may amend on a licence the address of the premises at which the person licensed carries on the business or profession in respect of which he is licensed.

Section 32(2) of the PA 1952 provides that any person guilty of an offence against the PA 1952, for which no other penalty is specifically provided by the PA 1952 or by any regulations made thereunder, shall be punishable by a fine not exceeding RM50,000 or by imprisonment for a term not exceeding five years or to both. Section 32(2) of the PA 1952 further empowers the court to impose a fine not exceeding RM200,000 or to imprisonment for a term not exceeding 10 years or to both under circumstances where the act or omission with which such person is charged is in the opinion of the court of such a nature as to amount to wilful default or culpable negligence, which endangered or was likely to endanger human life.

7. BUSINESS OVERVIEW (Cont'd)

(iii) Poisons (Psychotropic Substances) Regulations 1989 ("Poisons Regulations")

Pursuant to the Poisons Regulations, the possession, sale, supply and dispensing of psychotropic substances are restricted to authorised persons, including a licensed pharmacist, for a lawful purpose.

Any person who sells or supplies any psychotropic substance for the purposes of medical treatment of a particular patient shall keep and maintain a register to be called the 'Prescription Register for Psychotropic Substance', and shall, on the day such psychotropic substance is sold or supplied, enter or cause to be entered therein the true particulars with respect to the following:

- (a) date on which the psychotropic substance was sold or supplied or administered and the serial number of the entry in such register;
- (b) the name and strength of the psychotropic substance and the quantity sold or supplied or administered; and
- (c) the name and address of the patient.

(iv) Sale of Drugs Act 1952 ("SDA 1952") and Control of Drugs and Cosmetics Regulations 1984 ("CDCR 1984")

The SDA 1952 regulates the sale of drugs. The CDCR 1984 provides that no person shall manufacture, sell, supply, import, possess, or administer any product unless the product is a registered product and the person holds the appropriate licence required and issued under the CDCR 1984.

The Director of Pharmaceutical Services may, subject to the provisions of the CDCR 1984, issue, among others, any of the following licences subject to such conditions as he may impose:

- (a) a manufacturer's licence authorising the licensee to manufacture the registered products in the premises specified in the licence and to sell by wholesale or supply the products;
- (b) a wholesaler's licence, authorising the licensee to sell by wholesale or supply the registered products from the address of the business premises specified in the licence; and
- (c) an import licence, authorising the licensee to import and sell by wholesale or supply the registered products from the address of the premises specified in the licence.

Further, no person shall manufacture, sell, supply, import, possess or administer any cosmetic unless, among others, the cosmetic has been notified to the Director of Pharmaceutical Services, and the person is responsible for placing the notified cosmetic in the market or is authorised in accordance with the notification note which is issued by the Director of Pharmaceutical Services.

Pursuant to the SDA 1952, any person who commits an offence against the SDA 1952 or any regulation made thereunder for which no penalty is expressly provided shall be liable on conviction to a fine not exceeding RM25,000 or to imprisonment for a term not exceeding three years or to both, and for a second or subsequent offence, to a fine not exceeding RM50,000 or to imprisonment for a term not exceeding five years or to both. Any body corporate who commits an offence shall be liable on conviction to a fine not exceeding RM50,000, and for a second or subsequent offence, to a fine not exceeding RM100,000.

7. BUSINESS OVERVIEW (Cont'd)

(v) Medical Device Act 2012 ("MDA 2012")

The MDA 2012 regulates medical devices and the industry. Pursuant to the MDA 2012, no medical device shall be imported, exported or placed in the market unless the medical device is registered under the MDA 2012. Any person who contravenes this requirement commits an offence and shall, on conviction, be liable to a fine not exceeding RM200,000 or to imprisonment for a term not exceeding three years or to both.

In addition, no establishment shall import, export or place in the market any registered medical device unless it holds an establishment licence granted under the MDA 2012. Any establishment who contravenes this requirement commits an offence and shall, on conviction, be liable to a fine not exceeding RM200,000 or to imprisonment for a term not exceeding three years or to both.

(vi) Industrial Co-ordination Act 1975 ("ICA 1975")

The ICA 1975 provides for the co-ordination and orderly development of manufacturing activities in Malaysia.

Pursuant to Section 3(1) of the ICA 1975, no person shall engage in any manufacturing activity unless he is issued a licence in respect of such manufacturing activity. Any person engaging in any manufacturing activity with a shareholders' funds of RM2.5 million and above or employing 75 or more full-time paid employees are required to apply for a manufacturing licence.

Failure to comply constitutes an offence and such person shall, on conviction, be liable to a fine not exceeding RM2,000 or to a term of imprisonment not exceeding six months and to a further fine not exceeding RM1,000 for every day during which such default continues.

The licensing officer may also in his discretion revoke a licence if the manufacturer to whom a licence is issued:

- (a) has not complied with any condition imposed in the licence;
- (b) is no longer engaged in the manufacturing activity in respect of which the licence is issued; or
- (c) has made a false statement in his application for the licence.

The licensing officer may also withhold or suspend the revocation of the licence if he is satisfied that the act or omission on the part of the manufacturer under the above situations was due to some cause beyond his control and there is a reasonable prospect of such act or omission being remedied within such period as the licensing officer may direct.

(vii) Medicines (Advertisement and Sale) Act 1956 ("MASA 1956") and Medicine Advertisements Board Regulations 1976 ("MABR 1976")

The MASA 1956 and the MABR 1976 regulate the advertisement relating to medical matters and to regulate the sale of substances recommended as a medicine. Pursuant to the MASA 1956, no person shall take any part in the publication of any advertisement referring to any article, or articles of any description, in terms which are calculated to lead to the use of that article or articles of that description as a medicine, an appliance or a remedy for the purpose of treatment or prevention of diseases or conditions of human beings other than the diseases and conditions specified in the MASA 1956, unless such advertisement has been approved by the Medicine Advertisements Board.

7. BUSINESS OVERVIEW (Cont'd)

Any person fails to comply with the MASA 1956 shall be liable on summary conviction to a fine not exceeding RM3,000 or to imprisonment for any term not exceeding one year or to both in the case of a first conviction, and to a fine not exceeding RM5,000 or to imprisonment for a term not exceeding two years or to both in the case of a subsequent conviction. However, the conviction is subject to the provisions of the MASA 1956 and it shall be a defence for the person charged to prove that the advertisement to which the proceedings relate was published in such circumstances that he did not know and had no reason to believe that he was taking part in the publication thereof.

(viii) Occupational Safety and Health Act 1994 (“OSHA 1994”)

The OSHA 1994 provides provisions for securing the safety, health and welfare of persons at work, for protecting others against risks to safety or health in connection with the activities of persons at work.

The OSHA 1994 imposes a general duty on every employer to ensure, so far as is practicable, the safety, health and welfare of its employees at work. Such duty, so far as is practicable, includes:

- (a) the provision and maintenance of plants and systems of work that are safe and without risks to health;
- (b) the making of arrangements for ensuring safety and absence of risks to health in connection with the use or operation, handling, storage and transport of plant and substances;
- (c) the provision of such information, instruction, training and supervision as is necessary to ensure the safety and health at work of his employees;
- (d) as regards any place of work under the control of the employer, the maintenance of it in a condition that is safe and without risks to health and the provision and maintaining of the means of access to and egress from it that are safe and without such risks;
- (e) the provision and maintenance of a working environment for his employees that is safe, without risks to health, and adequate as regards facilities for their welfare at work;
- (f) the development and implementation of procedures for dealing with emergencies that may arise while his employees are at work; and
- (g) formulating and implementing safety and health policies. Such safety and health policy shall be revised as often as it may be appropriate and shall be brought to the notice of all employees.

Failure to comply with any of the above provisions constitutes an offence and the employer is liable to a fine not exceeding RM500,000 or to imprisonment for a term not exceeding two years or to both.

The employer shall also establish a safety and health committee at the place of work if there are 40 or more persons employed at the place of work. An occupier of a place of work is also required to employ a competent person to act as a safety and health officer at the place of work. The employer shall also appoint one of his employees to act as an occupational safety and health coordinator if he employs five or more employees at his place of work. The OSHA 1994 also requires an employer to notify the nearest occupational safety and health office of any accident, dangerous occurrence, occupational poisoning or occupational disease which has occurred or is likely to occur at the place of work.

7. BUSINESS OVERVIEW (Cont'd)

Failure to comply with the general duties of employers under Part IV of the OSHA 1994 constitutes an offence and the employer is liable to a fine not exceeding RM500,000 or to imprisonment for a term not exceeding two years or to both.

Following the Factories and Machinery (Repeal) Act 2022, the OSHA 1994 also provides that no person shall operate or cause or permit to be operated any steam boiler, pressure vessel and lifting machinery ("**Plant**") unless a certificate of fitness has been issued. Failure to comply with the above shall be guilty of an offence and shall, on conviction, be liable to a fine not exceeding RM100,000 or to imprisonment for a term not exceeding one year or to both. In addition, an officer shall immediately serve to the person who operates or causes or permits to be operated the Plant without a certificate of fitness, a written notice prohibiting the operation of the Plant until a certificate of fitness is issued. A person who fails to comply with the notice shall be guilty of an offence and shall, on conviction, be liable to a fine not exceeding RM500,000 or to imprisonment for a term not exceeding two years or to both.

(ix) PDPA

The PDPA, as amended by the Personal Data Protection (Amendment) Act 2024, governs the laws on processing personal data in commercial transactions to protect personal data of common interest and to ensure information security, network reliability and integrity. Any person or body corporate involved in the processing of personal data by a data controller must comply with the Personal Data Protection Principles set by the PDPA.

(x) Allied Health Professions Act 2016 ("AHPA 2016")

The AHPA 2016 provides for the establishment of the Malaysian Allied Health Professions Council ("**MAHP Council**"), the registration of persons practising as allied health practitioners and persons carrying on activities relating to allied health, the regulation of the practice of allied health professions, and related matters. Allied health professionals include an audiologist, dietitian, entomologist (public health), physiotherapist, medical physicist, nutritionist, clinical psychologist, clinical scientist, diagnostic radiographer, medical laboratory technologist, occupational therapist, speech-language therapist, radiation therapist, dental technologist, environmental health officer health education officer, food service officer (healthcare), forensic science officer and medical social officer.

No person shall practise as an allied health profession or carry out any activity relating to allied health, unless he is registered under the AHPA 2016.

Any person who is not registered under the AHPA 2016 and practices or carries on or operates or holds himself out as practising or carrying on or operating, or take up employment, as a registered practitioner contravenes the AHPA 2016 and shall, on conviction, be liable to a fine not exceeding RM50,000 or to imprisonment for a term not exceeding two years or to both.

Pursuant to Section 36 of the AHPA 2016, any body corporate who employs a person who is not registered under the AHPA 2016 to perform the duties and responsibilities of an allied health practitioner commits an offence and shall, on conviction, be liable to a fine not exceeding RM100,000 or to imprisonment for a term not exceeding two years or to both, and for a continuing offence, to a fine not exceeding RM5,000 for every day or part of a day during which the offence continues after conviction. Additionally, the person responsible for the body corporate shall also, on conviction, be liable to a fine not exceeding RM100,000 or to imprisonment for a term not exceeding two years or to both, and for a continuing offence, to a fine not exceeding RM5,000 for every day or part of a day during which the offence continues after conviction.

7. BUSINESS OVERVIEW (Cont'd)

For information purposes, the MAHP Council has extended the transition period for compliance with the registration and practising certificate requirements to 31 December 2026, from the original 12-month transitional period from the date of enforcement of the statute on 1 July 2020 to 30 June 2021, to provide all practitioners adequate time to complete registration and obtain their practising certificates.

7.14.2 Other relevant Malaysian legislations
(i) Employment Act 1955, Sarawak Labour Ordinance (Sarawak Cap. 76) and Sabah Labour Ordinance (Sabah Cap. 67)

The Employment Act 1955 governs the law of employment in Peninsular Malaysia and the Federal Territory of Labuan while the Sarawak Labour Ordinance (Sarawak Cap. 76) and the Sabah Labour Ordinance (Sabah Cap. 67) govern the employment laws in Sarawak and Sabah respectively.

Our Group employs a large number of workers in management as well as at operational level. In addition, our Group employs a significant number of foreign nationals to maintain an efficient operation. As such, the Employment Act 1955, the Sarawak Labour Ordinance (Sarawak Cap. 76) and the Sabah Labour Ordinance (Sabah Cap. 67) are important as they stipulate the laws on both Malaysians and foreign nationals.

According to the Minimum Wages Order 2024, the minimum wage, effective 1 February 2025, is RM1,700 monthly and RM8.72 hourly, applicable to employees of employers who, among others, employ five or more employees.

(ii) Employees' Minimum Standards of Housing, Accommodation and Amenities Act 1990 ("EMSH")

The EMSH prescribes the minimum standards of housing, nurseries and accommodation for employees as well as health, hospital, medical and social amenities to be provided by the employers to their employees.

Effective from 1 June 2020, pursuant to the Workers' Minimum Standards of Housing and Amenities (Amendment) Act 2019 ("**Amended Act**"), employers are required to comply with the Amended Act, which includes providing minimum requirements for workers' accommodation such as minimum space requirements, basic facilities as well as safety and hygiene standards.

The EMSH provides that no employer or centralised accommodation provider shall use any buildings as accommodation if the building is unfit for human habitation in accordance with the relevant laws. The employer or centralised accommodation provider shall ensure that every accommodation provided for employees complies with the minimum standards required under the Amended Act or any regulations made thereunder.

Pursuant to the EMSH, no accommodation shall be provided to an employee unless it is certified with a certificate for accommodation. As such, employers or centralised accommodation providers are required to apply for a certificate for accommodation with the Department of Labour in Malaysia. An employer who contravenes the EMSH commits an offence and shall on conviction be liable to a fine not exceeding RM50,000.

Pursuant to the frequently asked questions published on the website of the Department of Labour Peninsular Malaysia, the EMSH is only applicable for West Malaysia and Labuan.

7. BUSINESS OVERVIEW (Cont'd)

(iii) Immigration Act 1959/63 (“Immigration Act”)

The Immigration Act regulates various aspects of immigration into Malaysia, including the entry of foreign workers into Malaysia.

Any person who employs one or more persons, other than a citizen or a holder of an entry permit who is not in possession of a valid pass to enter Malaysia shall be guilty of an offence and shall, on conviction, be liable to a fine of not less than RM10,000 but not more than RM50,000 or to imprisonment for a term not exceeding 12 months or to both for each of such employee.

A pass lawfully issued to any person shall cease to be a valid pass when any of its terms and conditions is contravened. Where the pass has been issued for temporary employment, any changes in the employment for which it is issued must be with the written consent of the Controller of Immigration.

If it is proved to the satisfaction of the court that a person has at the same time employed more than five employees who are not in possession of a valid pass, that person shall, on conviction be liable to imprisonment for a term of not less than six months but not more than five years and shall also be liable to whipping of not more than six strokes. Where the offender is a body corporate, any person who at the time the offence was committed, was a member of the board of directors, a manager, a secretary or a person holding an office or a position similar to that of a manager or secretary of the body corporate, shall be guilty of that offence and shall be liable to the same punishment as mentioned above.

(iv) Sales Tax Act 2018

Sales tax administered in Malaysia is a single-stage tax charged and levied on locally manufactured taxable goods at the manufacturer’s level and as such is often referred to as manufacturers’ tax. The tax is also imposed on taxable goods imported into Malaysia at the point of entry. In the case of locally manufactured goods, sales tax is charged and levied when such goods are sold or disposed of by the manufacturers. Taxable goods are goods of a class or kind not for the time being exempted from sales tax. As a general rule, tax is levied on imported and locally manufactured goods (except those exempted by the Ministry of Finance of Malaysia).

As our Group imports goods into Malaysia and undertakes manufacturing activities, our Group is subject to the provisions of the Sales Tax Act 2018.

(v) SDBA, Uniform Building By-Laws 1984 (“UBBL”), Uniform Building By-Laws 2022 of Sabah and Building Ordinance 1994 (“Sarawak Building Ordinance”)*SDBA and UBBL*

The SDBA provides uniformity of law and policy to make laws with regard to local government matters relating to street, drainage and buildings in Peninsular Malaysia. It provides for the requirement to have a CCC to ensure that buildings are safe and fit for occupation.

Under the UBBL which was issued pursuant to the SDBA, a CCC shall be issued by the principal submitting person when:

- (a) all the technical conditions as imposed by the local authority have been duly complied with;
- (b) the relevant certifications have been duly certified and received by him;

7. BUSINESS OVERVIEW (Cont'd)

- (c) all the essential services, including an access road, landscape, car park, drain, sanitary, water, electricity installation, communication, fire hydrant, sewerage and refuse disposal requirement, and fire lift where required, has been provided; and
- (d) he certifies that he has supervised the erection and completion of the building and that to the best of his knowledge and belief the building has been constructed and completed in accordance with the SDBA, the UBBL and the approved plans.

Any person who occupies or permits to be occupied any building or any part thereof without a CCC commits an offence and shall on conviction, be liable to a fine not exceeding RM250,000 or to imprisonment for a term not exceeding 10 years or to both under the SDBA.

Further, pursuant to the SDBA, no person shall deviate from any plan or specification approved by the local authority or erect any building without the prior written permission of the local authority, failure of which shall be liable to a fine not exceeding RM50,000 or to imprisonment for a term not exceeding three years or to both and shall also be liable to a further fine of RM1,000 for every day during which the offence is continued after conviction.

Pursuant to the UBBL, sketch plans may be submitted for minor erections, minor alterations and additions in lieu of approved plans and permits may be issued as authority to carry out such works if they comply with the requirements of the UBBL, provided that if in the opinion of the local authority the works involved require the submission of normal building plans, such plans shall be submitted in accordance with the UBBL.

Uniform Building By-Laws 2022 of Sabah

No person shall occupy any building unless a CCC has been issued and any failure to comply shall, on conviction, be subjected to a fine not exceeding RM100,000 or to imprisonment for a term not exceeding one year or to both and in the case of continuing offence, to a further fine not exceeding RM5,000 for every day during which the offence continues after conviction.

Sarawak Building Ordinance

No person shall occupy any building unless an occupation permit has been issued and any failure to comply shall, on conviction, be subjected to a fine not exceeding RM10,000 and in the case of continuing offence, to a further fine to a fine not exceeding RM300 per day during which the offence is continued after notice to cease occupation of the building has been issued. Further, pursuant to the Sarawak Building Ordinance, no person shall deviate from any plan or specification approved by the local authority, or erect any building without the prior written permission of the local authority, failure of which shall be liable to a fine not exceeding RM2,000 and in the case of a continuing offence to imprisonment for one year and a fine of RM200 for every day during which the offence is continued after a notice requiring the person to comply with the abovementioned provisions has been served on such person.

- (vi) **Local Government Act 1976 (“LGA”), Trades Licensing Ordinance (Sabah Cap 144) (“Trades Licensing Ordinance”), Local Authorities Ordinance 1996 (“LAO”) and Businesses, Professions and Trades Licensing Ordinance (“BPTLO”)**

Under the LGA, the Trades Licensing Ordinance, the LAO and the BPTLO, and the by-laws of the respective local councils and authorities, our outlets are required to have business and signboard/advertising licences, display the licences at the outlet premises, and produce the licences upon request.

7. BUSINESS OVERVIEW (Cont'd)

Under the LGA and the by-laws of the respective local authorities in Peninsular Malaysia, a business licence is granted by the local authority and is generally valid for a period not exceeding three years and is subject to renewal.

In Sabah, under the Trades Licensing Ordinance, a trading licence shall authorise the holder to carry on the business described in the licence. If any person contravenes the said provisions, he shall be liable for each offence to a fine of four times the amount of the licence fee and to a further fine of RM10 for each day or part of the day subsequent to a conviction during which the contravention continues. Every trading licence shall be exhibited in a conspicuous place of the premises and any person who fails to exhibit the licence shall on conviction be liable to a fine of RM500.

In Sarawak, under the BPTLO, any person who carries on any business in Sarawak without trading licence shall be liable to a fine of RM1,000. Further, the Local Authorities (Advertisements) By-Laws 2012 of Sarawak provides for a fine of not more than RM5,000 and imprisonment of not more than six months for not having a signage licence if found guilty, and in the case of a continuing offence, a further fine not exceeding RM200 each day during which the offence continues.

Further, pursuant to the LGA, any person who fails to exhibit or produce his licences on the premises shall be liable to a fine not exceeding RM500 or to imprisonment for a term not exceeding six months or both. A similar penalty provision is also found in the LAO of Sarawak where an absolute fine of RM2,000 will be imposed on those who are found guilty of such offence.

(vii) National Land Code 1965

The National Land Code 1965 governs land matters within Peninsular Malaysia, where our material properties are situated. Pursuant to the National Land Code 1965, the state authority may alienate land subject to such express conditions and restrictions in interest which shall be determined by the state authority at the time when the land is approved for alienation and every condition or restriction in interest imposed under this section shall be endorsed on or referred to in the document of title to the land.

(viii) Fire Services Act 1988 ("FSA")

The FSA provides provisions for the effective and efficient functioning of the Bomba, for the protection of persons and property from fire risks or emergencies and for purposes connected therewith. The FSA provides, among others, that a fire certificate be issued only after the designated premises have been inspected and the Bomba is satisfied that there are adequate facilities for life safety, fire prevention, fire protection and fire-fighting.

Where there is no fire certificate in force, the owners of such premises may become subject to a fine of up to RM50,000 and/or imprisonment of up to five years, or both, and such owners may also be required to cease the use of such premises, including by any tenants of such premises.

In addition to the above, pursuant to Section 10 of the FSA, any person who fails to comply with any requirement of a fire-hazard abatement notice served by the Bomba within the time specified in the fire-hazard abatement notice shall be guilty of an offence. The maximum penalty imposed upon conviction shall not exceed RM5,000 and/or to imprisonment for a term not exceeding three years, or to both. For continuing offences, a person can be liable to a further fine of RM100 each day during which the offence is continued after the conviction.

7. BUSINESS OVERVIEW (Cont'd)**(ix) Competition Act 2010 ("CA 2010")**

The CA 2010 is the principal legislation governing competition law in Malaysia. The CA 2010 prohibits anti-competitive agreements and conduct amounting to an abuse of dominant position in any market for goods or services in Malaysia. There is currently no general, economy-wide merger control regime in Malaysia. Accordingly, as at the LPD, acquisitions undertaken by our Group as part of our growth strategy in the retail pharmacy sector are not subject to mandatory merger notification requirements or prior merger approval. The CA 2010 does not prohibit an enterprise from holding a dominant position or significant market share in the retail pharmacy industry. Notwithstanding the foregoing, our Group remains committed to ensuring that our business practices and acquisition activities are conducted in compliance with applicable competition laws in Malaysia.

Save as disclosed in Section 7.15.1 of this Prospectus, we have complied, in all material respects, with all applicable laws, regulations, rules and requirements governing the conduct of our business in Malaysia, being the jurisdiction where we operate, which may materially affect our business or operations, during the Financial Years Under Review up to the LPD.

7.15 NON-COMPLIANCES

Save as disclosed below, there is no material breach of the relevant laws, regulations, rules and requirements governing the conduct of the business of our Group, including compliance of property owned or rented by our Group. Further, there is no material impact to our business operations and financial condition due to the below.

7.15.1 Subsisting material non-compliance**Occupied retail outlets without CCC and the renovation permit ("Retail Outlets CCC and Permit Non-Compliance")**

As at the LPD, we operate 668 retail outlets across Malaysia. The status of the CCCs for our retail outlets as at the LPD is as follows:

Status	No. of retail outlets			Total	%
	Standalone	Shopping mall	High street shop lots		
With CCC	3	132	518 ⁽²⁾	653	97.8
Without CCC ⁽¹⁾	-	1	14	15	2.2
Total	3	133	532	668	100.0

Notes:

- (1) The affected premises are located in Johor (two outlets), Kuala Lumpur (two outlets), Melaka (one outlet), Pulau Pinang (four outlets), Sabah (one outlet), Sarawak (one outlet), Perak (one outlet) and Selangor (three outlets) (collectively, "**Affected Outlets**").
- (2) Including the retail outlets that have obtained a Permit (defined below) to comply with the Renovation Requirements (defined below).

7. BUSINESS OVERVIEW (Cont'd)

We submitted applications and/or letters to the local authorities and councils as well as the Board of Engineers Malaysia to procure copies of the CCCs and/or confirmations that CCCs have been issued in respect of the Affected Outlets. However, the local authorities and councils as well as the Board of Engineers Malaysia indicated that the CCCs could not be traced or they do not have a copy of such CCC in their records. Additionally, we also submitted letters to the Board of Architects Malaysia for the same to which the Board of Architects Malaysia informed that it does not issue, retain or certify copies of CCCs, nor is it authorised to release copies to any third party.

We undertook minor renovations on 101 retail outlets ("**Minor Renovation Outlets**") which may have varied its original layout or structure and resulted in contravention of Sections 70(1) and 70(16) of the SDBA, Section 3(1) of the Uniform Building By-Laws 2022 of Sabah and Sections 8(1) and 8(20) of the Buildings Ordinance 1994 of Sarawak, rendering a Permit (as defined below) be required ("**Renovation Requirements**").

Our appointed architect has advised that we are able to fulfil our compliance obligations under the Uniform Building By-Laws 1984, Building By-Law 1994 of Sarawak, and relevant by-laws of the local authorities in Sabah ("**CCC and Renovation Requirements**") by applying for '*permit pembinaan kecil*' from Kuala Lumpur City Hall, '*permit pembinaan sementara / sekatan*' from Shah Alam City Council and Petaling Jaya City Council, or other equivalent permit from other local authorities, to comply with the CCC and Renovation Requirements (collectively, the "**Permits**"). This is on the basis that the local authorities have, in practice, regarded such Permits as a regulatory remedy and an acceptable substitute where a CCC is unavailable to streamline its approval process, provided that the relevant works or additions do not compromise the building's structural framework.

Our appointed architect has reviewed the Affected Outlets and the Minor Renovation Outlets and confirmed that the works undertaken did not compromise the structural framework of the respective Affected Outlets and the Minor Renovation Outlets. Our appointed architect has further opined that the renovations carried out at our Group's retail outlets do not constitute a breach of the CCC and Renovation Requirements. Hence, our Group is able to apply for the Permits to regularise and fulfil its compliance obligations under the SDBA, Uniform Building By-Laws 2022 of Sabah, and Buildings Ordinance 1994 of Sarawak.

As at the LPD, we have submitted all the applications for the Permits, save for a retail outlet occupied by our Group in Johor Bahru, of which the building is owned by the Ministry of Home Affairs Malaysia ("**Johor Outlet**"). We are unable to submit the application for a Permit for the Johor Outlet as the management of the building has informed that the required documents for the application (i.e. a copy of the CCC, approved building plan, quit rent and/or assessment) are unavailable. As advised by our appointed architect, we had obtained a copy of the Certificate of Practical Completion for the Johor Outlet on 15 June 2026 and are currently liaising with the Johor Bahru Sentral Management and/or the Malaysian Public Works Department (Jabatan Kerja Raya) ("**JKR**") to obtain the fire certificate. Upon obtaining the fire certificate, our appointed architect will submit an application to the Johor Bahru City Council to obtain the approved building plan and the Permit in respect of the Johor Outlet.

In respect of the submitted applications for the Permits, we have obtained 53 Permits for the Minor Renovation Outlets (out of 101 Minor Renovation Outlets) as at the LPD.

We expect to face prolonged approval timelines for (i) four Affected Outlets; and (ii) three Minor Renovation Outlets due to, among others, outstanding taxes payable by the landlord, documents pending from the landlords, longer processing time by the relevant authorities, and land related issues.

7. BUSINESS OVERVIEW (Cont'd)

In the event that the Permits cannot be obtained within a reasonable timeframe, we will consider relocating such Affected Outlets and Minor Renovation Outlets. We do not expect the relocation of such retail outlets to have a material adverse impact on our financial performance or business operations as: (i) the total estimated relocation cost for the seven Affected Outlets and Minor Renovation Outlets is immaterial as it represents approximately RM2.2 million (representing 0.6% of our Group's audited PBT for the FYE 2026); and (ii) we do not foresee difficulties in identifying and relocating the operations from such retail outlets after the expiry of the respective tenancies.

Save for these seven Affected Outlets and Minor Renovation Outlets, we expect to receive the approvals from the respective local councils by the fourth quarter of 2026. In the event that any of the Permits remain outstanding after our Listing, the status of the outstanding non-compliances will be regularly updated and disclosed to our shareholders in our annual report until full rectification.

If we are found liable, we will be subject to a maximum penalty of RM3.4 million in respect of the Affected Outlets, and RM2.0 million in respect of the Minor Renovation Outlets.

Our Board is of the view that the Retail Outlets CCC and Permit Non-Compliance will not have a material adverse impact to our business operations and financial condition as:

- (i) we have submitted all the relevant applications for the Permits (save for the Johor Outlet) to which the appointed architect had confirmed that the procurement of the Permits would enable us to fulfil our compliance obligations under the SDBA, Uniform Building By-Laws 2022 of Sabah, and Buildings Ordinance 1994 of Sarawak;
- (ii) the total estimated cost of rectification of RM0.5 million is immaterial as it represents 0.1% of our Group's audited PBT for the FYE 2026;
- (iii) the Affected Outlets and Minor Renovation Outlets are dispersed throughout Malaysia under the jurisdiction of different local councils, and hence, the likelihood that the maximum penalty of RM5.4 million is imposed (which represents 1.5% of our Group's audited PBT for the FYE 2026) on all the Affected Outlets and Minor Renovation Outlets simultaneously is remote; and
- (iv) as at the LPD, there have been no fines or penalties imposed by the authority in respect of the Retail Outlets CCC and Permit Non-Compliance.

7.15.2 Past material non-compliances

- (i) **Occupied Yanling's manufacturing plants ("Yanling Plant") without the latest approved building plans and revised CCC (collectively, the "Yanling Plant Non-Compliances")**

We acquired 60.0% equity interest in Yanling Holdings in 2023 to expand our operations to include the manufacturing of pharmaceutical, nutraceutical and other healthcare products. As at the LPD, the manufacturing activities of Yanling are carried out at some parts of the Yanling Plant that comprises a total of 24 lots located at Sungai Buloh, Selangor.

The Yanling Plant had been issued with a Certificate of Fitness for Occupation dated 1 March 2000 ("**Yanling CCC**"). However, subsequent to the issuance of the Yanling CCC, we had undertaken modification works to 23 lots which include wall hacking to which revised building plans and revised CCCs are required.

We have obtained approvals for the building plans between May 2025 and October 2025 and the revised CCCs dated 3 June 2025 and 12 December 2025 for the Yanling Plant.

7. BUSINESS OVERVIEW (Cont'd)

The Yanling Plant Non-Compliances did not have a material adverse impact to our business operations and financial condition as we had between April 2025 and September 2025 paid the penalties amounting to a total of RM145,450 for the Yanling Plant Non-Compliances which represents less than 0.1% of our Group's audited PBT for the FYE 2026.

(ii) Occupied the Medispec offices and stores ("Medispec Buildings") without the latest approved building plan ("Medispec Buildings Non-Compliance")

We acquired 89.3% equity interest in Medispec in 2025 to expand our capabilities in importing, marketing, distributing and wholesaling of pharmaceutical products, medicines, nutraceutical products, medical devices, herbal and supplement products. As at the LPD, Medispec uses the Medispec Buildings as an office space and for storage of inventory. The Medispec Buildings comprise four shop lots located in Petaling Jaya, Selangor.

The Medispec Buildings had been issued with the CCCs dated 1 December 2008 ("**Medispec CCCs**"). Subsequent to the issuance of the Medispec CCCs, our Group had undertaken internal renovation works which include wall hacking and installing of roller shutters.

We have obtained the '*permit binaan sekatan dinding dalaman*' from Petaling Jaya City Council on 14 January 2026 and 19 January 2026.

The Medispec Buildings Non-Compliance did not have a material adverse impact to our business operations and financial condition as we had on 13 January 2026 paid the penalties amounting to RM50,000 for the Medispec Buildings Non-Compliance which represents less than 0.1% of our Group's audited PBT for the FYE 2026.

(iii) Occupied BRDC without the latest approved building plans and revised CCC (collectively, "BRDC Non-Compliances")

Our BRDC comprises a multi-complex building structure which houses, among others, a three-storey warehouse and a three-storey office, with other ancillary facilities situated in the Bukit Raja industrial area in the district of Klang, Selangor. As at the LPD, BRDC acts as our Group's centralised and semi-automated distribution centre which distributes inventory to the majority of our retail outlets across Malaysia.

The BRDC has been issued with a CCC dated 5 February 2025 ("**BRDC CCC**"). However, subsequent to the issuance of the BRDC CCC, our Group had carried out additional renovation works which include additional room partitioning, new mezzanine floors, new door for the warehouse, new roller shutters and office renovations ("**Additional Renovation Works**") where a revised building plan and a revised CCC are required. The Additional Renovation Works were completed in August 2025.

On 20 August 2025, we submitted the latest building plans to Bomba for approval and obtained the approval on the latest building plans from Bomba dated 22 September 2025 ("**Bomba Approval**").

Subsequent to the procurement of the Bomba Approval, we have made the following submissions:

(a) Building plans and CCC

On 2 October 2025, 12 December 2025 and 16 April 2026, we submitted the latest building plans together with the Bomba Approval to the Klang Royal City Council for approval ("**BRDC Building Plans Applications**"). We subsequently obtained approval for the latest building plans from the Klang Royal City Council on 16 April 2026 as well as the new CCC dated 27 April 2026.

7. BUSINESS OVERVIEW (Cont'd)

(b) Fire certificate

On 16 December 2025, we submitted an application for a fire certificate to Bomba and obtained the fire certificate dated 3 February 2026.

The BRDC Non-Compliances did not have a material adverse impact to our business operations and financial condition as we had, on 9 December 2025, paid the penalties amounting to RM39,221 for the BRDC Non-Compliances which represents less than 0.1% of our Group's audited PBT for the FYE 2026.

(iv) Relocation of foreign workers which may have invalidated their respective valid passes ("Foreign Workers Non-Compliance")

Following the completion of the Caring Acquisition and the construction of the BRDC, we ceased our operations at three distribution centres in Klang Valley to consolidate them at the BRDC. This consolidation involved the relocation of 377 foreign workers (with valid work permits) to the BRDC, satellite distribution centres in Penang and Johor, and our retail outlets ("**Affected Foreign Workers**").

The relocation of the foreign workers to locations other than those specified in their existing work permits may give rise to a contravention of the conditions therein, and consequently, may render such work permits invalid under Section 55B(2) of the Immigration Act. Pursuant to Section 55C of the Immigration Act, it is a defence for the Board and Key Senior Management if they are able to demonstrate that they took reasonable precautions to prevent the commission of the offence.

We had in August 2025 and September 2025 submitted applications for 377 foreign workers to the Immigration Department of Malaysia ("**Immigration Department**") to obtain endorsement for their respective current work locations ("**Endorsements**"). The Immigration Department has issued letters dated 24 February 2026 and 9 March 2026 approving the change of work locations for 374 Affected Foreign Workers to their respective current work locations. As at 30 June 2026, we have obtained Endorsements for 373 of these Affected Foreign Workers, save for the remaining four for whom Endorsements are no longer required as the individuals are no longer employed by us.

The Foreign Workers Non-Compliance did not have a material adverse impact to our business operations and financial condition as there have been no fines or penalties imposed by the authority in respect of the Foreign Workers Non-Compliance.

7. BUSINESS OVERVIEW (Cont'd)**7.15.3 Overall financial impact of the subsisting material non-compliances as at the LPD**

The table below summarises the total estimated cost of rectification and potential maximum penalties relating to the subsisting material non-compliances of our Group, as stated in Section 7.15.1 of this Prospectus, that are pending rectification as at the LPD:

Summary description of non-compliances	Estimated cost of rectification (A)	Potential maximum penalty (B)	Total estimated costs (C) = (A) + (B)	% of our Group's audited PBT for the FYE 2026
	RM'000	RM'000	RM'000	%
(a) Affected Outlets without CCC	115	3,360	3,475	1.0
(b) Minor Renovation Outlets without Permit	367	2,018	2,385	0.7
Total	482	5,378	5,860	1.7

Impact of the total estimated cost of rectification

The total estimated cost of rectification of our subsisting non-compliances is approximately RM0.5 million, which represents 0.1% of our audited PBT for the FYE 2026.

Impact of the total potential maximum penalties

The potential total maximum penalties for our subsisting non-compliances are approximately RM5.4 million, which represents approximately 1.5% of our audited PBT for the FYE 2026. Additionally, it is unlikely that the potential maximum penalties for all the subsisting non-compliances will be simultaneously imposed as the affected retail outlets are dispersed throughout Malaysia and the non-compliances are under the ambit of different relevant authorities.

Steps taken or to be taken to prevent recurrence of such non-compliances

Our Group has submitted all the applications for the Permits for our Affected Outlets and Minor Renovation Outlets, save for the Johor Outlet, to rectify the subsisting non-compliance mentioned in Section 7.15.1 of this Prospectus. In respect of the Johor Outlet, we are following up closely with the Johor Bahru Sentral Management and/or the JKR to obtain the fire certificate in order to proceed with submitting an application to the Johor Bahru City Council to obtain the approved building plans and the Permit. For the remaining Affected Outlets and Minor Renovation Outlets, we are following up closely with relevant authorities to resolve the Retail Outlets CCC and Permit Non-Compliance in the best interest of our Group.

We have also established standard operating procedures and conducted workshops on new store opening to train the business development team on regulatory compliance prior to opening new stores to prevent the recurrence of Retail Outlets CCC and Permit Non-Compliance. Examples of the controls that have been established to prevent recurrence of such non-compliances include:

- (a) for acquired properties, our Group will only purchase properties with CCC in place prior to the completion of any sales and purchase agreements; and
- (b) for tenanted properties, our Group will verify that the properties have valid CCCs prior to renting and occupying any new retail outlets.

7. BUSINESS OVERVIEW (Cont'd)

Further, we have implemented the following measures to enhance our internal control system and to prevent the recurrence of the non-compliances incidents set out above:

- (a) established a Sustainability and Risk Management Committee (“**SRMC**”) with a majority of Independent Non-Executive Directors. The SRMC’s terms of reference include the following:
 - (i) providing risk management awareness and education to all levels of our Group;
 - (ii) ensuring infrastructure, resources and systems are in place for risk management; and
 - (iii) identifying potential risks and formulating mitigation action plans to manage and monitor the identified risks, and ensuring the corrective measures are taken to address any failings and/or weaknesses.
- (b) seek professional advice and assistance from independent internal control consultants, external legal advisers and/or other appropriate independent professional advisers, where necessary, with respect to matters related to our Group’s internal controls and compliance, and for updates on the applicable laws related to the business operations of our Group. We will also engage professionals where necessary to provide training to our Directors and employees of our Group to ensure they have a clear understanding of matters related to our Group’s internal controls and compliance and seek continuous improvement of our Group’s policies and processes implementation;
- (c) established controls to ensure proper management of renovation and construction activities, including a formal standard operating procedure and project workflow framework which sets out the required actions for coordination with architects / design consultants during the design stage, periodic progress meetings and site inspections, as well as pre-handover inspections to ensure completion in accordance with approved plans and regulatory requirements. This process is currently overseen by the Business Development department which acts as the central coordinator across our Group;
- (d) enhanced controls to strengthen the management of foreign workers and ensure compliance with the immigration regulations which include the human resource team undergoing training and awareness programs on foreign worker management, undertaking periodic review and reporting on the validity of foreign worker passes, employment contracts and medical records;
- (e) maintaining a compliance monitoring tracker to systematically track, record, and follow up on compliance issues, ensuring timely resolution and oversight; and
- (f) our Chief Operating Officer conducts monthly meetings with the relevant stakeholders to obtain progress updates on compliance matters, operational developments, and emerging regulatory issues to ensure timely monitoring, coordination and follow-up actions.

Subsequent to the implementation of the above measures as at the LPD, there has been no recurrence of similar non-compliance mentioned in Section 7.15.1 of this Prospectus.

7.16 MAJOR APPROVALS, LICENCES, PERMITS AND REGISTRATIONS

Please refer to Annexure A of this Prospectus for further details on the major approvals, licences, permits and registrations obtained by our Group for our business operations.

7. BUSINESS OVERVIEW (Cont'd)

7.17 MATERIAL PROPERTIES, PLANT AND EQUIPMENT

Please refer to Annexure B of this Prospectus for further details on our material properties, plant and equipment, whether owned or leased.

7.18 INTELLECTUAL PROPERTY RIGHTS, PATENTS, TRADEMARKS AND REGISTRATIONS

Please refer to Annexure C of this Prospectus for further details on the intellectual property rights, patents, trademarks and registrations which our Group is dependent on.

In addition, Wellings Pharmacy (as licensor) has entered into a Trademark Licence Agreement with two Indonesian entities (collectively, the "**Licensees**") on 4 January 2022 ("**TLA**"). Pursuant to the TLA, Wellings Pharmacy granted the Licensees a limited, non-transferable, exclusive licence to use the "Wellings" trademark (which Wellings Pharmacy is the registered proprietor of the trademark duly registered in the Republic of Indonesia) together with the associated goodwill within the Republic of Indonesia solely for branding and the Licensees' operation of its retail and wholesale pharmaceutical business ("**Trademark Licence**"). The Trademark Licence was granted in consideration of a one-time licencing fee of IDR50.0 million from 4 January 2022 to 30 November 2026. Upon expiry of the TLA, all rights and licences granted to the Licensees shall immediately cease and terminate, and the Licensees are required to forthwith cease all use of the "Wellings" trademark.

Notwithstanding the foregoing, as at the LPD, our Group does not intend to renew or extend the TLA upon the expiry of the TLA on 30 November 2026 or to enter into any new trademark or brand licensing arrangements with third parties in the future.

7.19 MATERIAL DEPENDENCY ON CONTRACTS, LICENCES AND PERMITS, OR OTHER ARRANGEMENTS

As at the LPD, save for the major licences, permits and approvals set out in Annexure A of this Prospectus, the business and profitability of our Group are not materially dependent on any contracts, licences and permits or other arrangements.

7.20 BUSINESS INTERRUPTIONS

We have not experienced any business interruptions during the Financial Years Under Review that have had a material impact on our business operations and financial condition.

7.21 EMPLOYEES

As at the LPD, we have a total workforce of 7,101 employees, comprising 6,631 permanent employees and 470 contract employees. Out of the 7,101 employees, 448 are foreign workers, all of whom hold valid work permits.

All our employees are eligible for a performance bonus, based on their individual performances. In addition, our RSO staff are also entitled to additional incentive bonuses based on individual sales achievements and the performance of retail outlets. Our merchandising employees are also eligible for incentive bonus based on certain key performance indicators.

We recognise the importance of having a strong team of management and operational staff to meet our growth plans. We therefore place emphasis on continuous staff training. When our employees commence work with us, they undergo training through our employee training programme which is designed to equip our employees with the skills to support our retail outlets and serve our customers, as well as further training programmes during the course of their employment.