

NOTICE ACCOMPANYING THE ELECTRONIC PROSPECTUS OF CENGILD MEDICAL BERHAD (“CENGILD MEDICAL” OR “COMPANY”) DATED 30 MARCH 2022 (“ELECTRONIC PROSPECTUS”)

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

Website

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

Availability and Location of Paper/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, Hong Leong Investment Bank Berhad or Tricor Investor & Issuing House Services Sdn Bhd. Alternatively, the applicant may obtain a copy of the Prospectus from participating organisations of Bursa Securities, members of the Association of Banks in Malaysia and members of the Malaysian Investment Banking Association.

Prospective investors should note that the Application Forms are not available in electronic format.

Jurisdictional Disclaimer

The IPO and the distribution of the Electronic Prospectus are subject to the laws of Malaysia. Bursa Securities, the Company, Directors, Promoters, Principal Adviser, Sponsor, Sole Underwriter and Sole Bookrunner 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 subscription or purchase or invitation to subscribe for or purchase, any of our IPO Shares in any jurisdiction or in any circumstances in which such an offer is not authorised or is unlawful 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.

Close of Application

Applications for the IPO Shares will be accepted from **10.00 a.m. on 30 March 2022** and will close at **5.00 p.m. on 5 April 2022**. Any change to the timetable will be advertised by Cengild Medical in a widely circulated Bahasa Malaysia and English daily newspapers within Malaysia.

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 in 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.



PROSPECTUS

CENGILD MEDICAL BERHAD



CENGILD G. I. MEDICAL CENTRE
Centre for Gastrointestinal and Liver Diseases

CENGILD MEDICAL BERHAD

(Registration No. 202101004143 (1404442-P))
(Incorporated in Malaysia under the Companies Act 2016)

INITIAL PUBLIC OFFERING ("IPO") OF 218,800,000 NEW ORDINARY SHARES IN CENGILD MEDICAL BERHAD ("CENGILD MEDICAL") ("SHARES") ("IPO SHARES") IN CONJUNCTION WITH THE LISTING OF AND QUOTATION FOR THE ENTIRE ISSUED SHARE CAPITAL OF CENGILD MEDICAL COMPRISING 818,800,000 SHARES ON THE ACE MARKET OF BURSA MALAYSIA SECURITIES BERHAD INVOLVING:

- (I) **INSTITUTIONAL OFFERING OF 162,860,000 IPO SHARES TO INSTITUTIONAL AND SELECTED INVESTORS, AT THE INSTITUTIONAL PRICE TO BE DETERMINED BY WAY OF BOOKBUILDING ("INSTITUTIONAL PRICE"); AND**
- (II) **RETAIL OFFERING OF 55,940,000 IPO SHARES TO THE MALAYSIAN PUBLIC, THE ELIGIBLE DIRECTORS, ELIGIBLE KEY SENIOR MANAGEMENT, ELIGIBLE EMPLOYEES AND PERSONS WHO HAVE CONTRIBUTED TO THE SUCCESS OF CENGILD MEDICAL AND ITS SUBSIDIARIES, AT THE RETAIL PRICE OF RM0.33 PER IPO 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. THE FINAL RETAIL PRICE WILL BE EQUAL TO THE LOWER OF:

- (I) **THE RETAIL PRICE OF RM0.33 PER IPO SHARE; OR**
- (II) **THE INSTITUTIONAL PRICE.**

Principal Adviser, Sponsor, Sole Underwriter and Sole Bookrunner



Hong Leong Investment Bank Berhad
(Registration No. 197001000928 (10209-W))

(A Participating Organisation of Bursa Malaysia Securities Berhad)
(A Trading Participant of Bursa Malaysia Derivatives Berhad)

PROSPECTUS

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

THIS PROSPECTUS HAS BEEN REGISTERED BY THE SC. THE 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 DOCUMENT, MAKES NO REPRESENTATION AS TO ITS ACCURACY OR COMPLETENESS, AND EXPRESSLY DISCLAIMS ANY LIABILITY FOR ANY LOSS YOU MAY SUFFER ARISING FROM OR IN RELIANCE UPON THE WHOLE OR ANY PART OF THE CONTENTS OF THIS PROSPECTUS.

INVESTORS ARE ADVISED TO READ AND UNDERSTAND THE CONTENTS OF THIS PROSPECTUS. IF IN DOUBT, PLEASE CONSULT A PROFESSIONAL ADVISER.

FOR INFORMATION CONCERNING RISK FACTORS WHICH SHOULD BE CONSIDERED BY PROSPECTIVE INVESTORS, SEE "RISK FACTORS" COMMENCING ON PAGE 152.

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

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

THIS PROSPECTUS IS DATED 30 MARCH 2022

www.cengild.com

RESPONSIBILITY STATEMENTS

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

Hong Leong Investment Bank Berhad, being our Principal Adviser, Sponsor, Sole Underwriter and Sole Bookrunner to our IPO, acknowledges that, based on all available information, and to the best of its knowledge and belief, this Prospectus constitutes a full and true disclosure of all material facts concerning our IPO.

STATEMENTS OF DISCLAIMER

Our Company has obtained the approval from Bursa Securities for the listing of and quotation for our Shares. Admission to the official list of ACE Market of Bursa Securities is not to be taken as an indication of the merits of our IPO, our Company, or our Shares.

Bursa Securities shall not be liable for any non-disclosure on our part and takes no responsibility for the contents of this Prospectus, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Prospectus.

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

OTHER STATEMENTS

You should note that you may seek recourse under Sections 248, 249 and 357 of the Capital Markets and Services Act 2007 ("**CMSA**") for breaches of securities laws including any statement in the Prospectus that is false, misleading, or from which there is a material omission, or for any misleading or deceptive act in relation to the Prospectus or the conduct of any other person in relation to our Company.

Shares listed on Bursa Securities are offered to the public premised of full and accurate disclosure of all material information concerning the offering, 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 SC. This classification remains valid from the date of issue of the Prospectus until the next Shariah compliance review undertaken by the Shariah Advisory Council of the SC. The new status is released in the updated list of Shariah-compliant securities, on the last Friday of May and November.

Our Shares being offered in our IPO are offered solely on the basis of the information contained and representations made in this Prospectus. Our Company, Directors, Promoters, Principal Adviser, Sponsor, Sole Underwriter and Sole Bookrunner 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, Directors, Promoters, Principal Adviser, Sponsor, Sole Underwriter and Sole Bookrunner, or any of their respective directors or any other persons involved in our IPO.

This Prospectus has been prepared and published 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 by any regulatory authority or other relevant body of any jurisdiction other than Malaysia.

We will not, prior to acting on any acceptance in respect of our IPO, make or be bound to make any enquiry as to whether you have a registered address in Malaysia and will not accept or be deemed to accept any liability in relation thereto whether or not any enquiry or investigation is made in connection therewith.

It shall be your sole responsibility if you are or may be subject to the laws of countries or jurisdictions other than Malaysia, to consult your legal and/or other professional advisers as to whether our IPO would result in the contravention of any law of such countries or jurisdictions.

Further, it shall also be your sole responsibility to ensure that your application for our IPO Shares would be in compliance with the terms of our IPO as stated in our Prospectus and the Application Form and would not be in contravention of any laws of countries or jurisdictions other than Malaysia to which you may be subjected. We will further assume that you had accepted our IPO in Malaysia and will be subjected only to the laws of Malaysia in connection therewith.

However, we reserve the right, in our absolute discretion to treat any acceptance as invalid if we believe that such acceptance may violate any law or applicable legal or regulatory requirements.

No action has been or will be taken to ensure that this Prospectus complies with the laws of any country or jurisdiction other than the laws of Malaysia. It shall 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. Neither us nor our Adviser nor any other advisers in relation to our IPO shall 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.

ELECTRONIC PROSPECTUS

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.

You are advised that the internet is not a fully secured medium, and that your Internet Share Application (as defined herein) may be subject to the risks of problems occurring during the 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. These risks cannot be borne by the Internet Participating Financial Institutions.

If you are in doubt of the validity or integrity of the Electronic Prospectus, you should immediately request from us, the Principal Adviser or Issuing House, a printed copy of this Prospectus.

In the event of any discrepancy arising between the contents of the electronic Prospectus and the contents of the printed copy of this Prospectus for any reason whatsoever, the contents of the printed copy of this Prospectus which are identical to the copy of the Prospectus registered with the SC, shall prevail.

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

- (i) we and our Principal Adviser do not endorse and are not affiliated in any way with the Third Party Internet Sites. As such, we are not responsible for the availability of, or the contents or any data, information, files or other material provided on the Third Party Internet Sites. You shall bear all risks associated with the access to or use of the Third Party Internet Sites;
- (ii) we and our Principal Adviser are not responsible for the quality of products or services in the Third Party Internet Sites, particularly in fulfilling any of the terms of your agreements with the Third Party Internet Sites. We and our Principal Adviser are also not responsible for any loss or damage or costs that you may suffer or incur in connection with or as a result of dealing with the Third Party Internet Sites or the use of or reliance of any data, information, files or other material provided by such parties; and
- (iii) any data, information, files or other material downloaded from Third Party Internet Sites is done at your own discretion and risk. We and our Principal Adviser are not responsible, liable or under obligation for any damage to your computer system or loss of data resulting from the downloading of any such data, information, files or other material.

Where an electronic Prospectus is hosted on the website of the Internet Participating Financial Institutions, you are advised that:

- (i) the Internet Participating Financial Institutions 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 situated on the web server of the Internet Participating Financial Institutions which may be viewed via your web browser or other relevant software. The Internet Participating Financial Institutions are not responsible in any way for the integrity of the contents of the electronic Prospectus, which has been downloaded or otherwise obtained from the web server of the Internet Participating Financial Institutions and thereafter 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 as the internet is not a fully secured medium; and
- (iii) the Internet Participating Financial Institutions shall not be liable (whether in tort or contract or otherwise) for any loss, damage or costs, 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 or faults with web browsers or other relevant software, any fault or faults 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, 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 for our IPO is set out below:

Events	Tentative dates
Opening of the Institutional Offering	30 March 2022
Issuance of this Prospectus / Opening of the Retail Offering	10.00 a.m., 30 March 2022
Closing of the Retail Offering	5.00 p.m., 5 April 2022
Closing of Institutional Offering	5 April 2022
Price Determination Date	6 April 2022
Balloting of applications for our IPO Shares under the Retail Offering	8 April 2022
Allotment of our IPO Shares to successful applicants	15 April 2022
Listing	18 April 2022

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

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PRESENTATION OF FINANCIAL AND OTHER INFORMATION

All references to “Cengild Medical” and “Company” in this Prospectus are to Cengild Medical Berhad. Unless otherwise stated, references to “Group” are to our Company and our subsidiaries taken as a whole; and references to “we”, “us”, “our” and “ourselves” are to our Company, and, save where the context otherwise requires, our subsidiaries. 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 Management.

In this Prospectus, references to the “Government” are to the Government of Malaysia; and references to “RM” and “sen” are to the lawful currency of Malaysia. Certain amounts and percentage figures included in this Prospectus have been subjected to rounding adjustments. Any discrepancies in the tables or charts between the amounts listed and totals in this Prospectus are due to rounding. The word “approximately” used in this Prospectus is to indicate that a number is not an exact one, but that number is usually rounded off to the nearest thousand or million or one decimal place (for percentages) or one sen (for currency). Any discrepancies in the tables included herein between the amounts listed and the totals thereof are due to rounding.

Certain abbreviations, acronyms and technical terms used are defined in the “Definitions” and “Glossary of Technical Terms” appearing after this section. Words denoting singular shall include plural and vice versa and words denoting the masculine gender shall, where applicable, include the feminine gender and vice versa. Reference to persons shall include companies and corporations.

All reference to dates and times are references to dates and times in Malaysia, unless otherwise stated.

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

References to the “LPD” in this Prospectus are to 1 March 2022, which is the latest practicable date for certain information to be obtained and disclosed in this Prospectus prior to the registration of this Prospectus with the SC.

This Prospectus includes statistical data provided by our Management and various third-parties and cites third-party projections regarding growth and performance of the industry in which our Group operates. This data is taken or derived from information published by industry sources and from the internal data. In each such case, the source is stated in this Prospectus. Where no source is stated, such information can be assumed to originate from us. In particular, certain information in this Prospectus is extracted or derived from the report prepared by Protégé, an independent market researcher, for inclusion in this Prospectus.

We believe that the statistical data and projections cited in this Prospectus are useful in helping you to understand the major trends in the industry in which we operate. Third party projections cited in this Prospectus are subject to significant uncertainties that could cause actual data to differ materially from the projected figures. No assurances are or can be given that the estimated figures will be achieved, and you should not place undue reliance on the third party projections cited in this Prospectus.

The information on our website, or any website directly or indirectly linked to such websites do not form part of this Prospectus and you should not rely on it. If there is any discrepancy between the contents of such website relating to our Company and this Prospectus, the information contained in this Prospectus shall prevail.

FORWARD-LOOKING STATEMENTS

This Prospectus contains forward-looking statements. All statements other than statements of historical facts included in this Prospectus, including, without limitation, those regarding our financial position, business strategies, plans and objectives for future operations, are forward-looking statements. Such forward-looking statements involve known and unknown risks, uncertainties, contingencies and other factors which may cause our actual results, our performance or achievements, or industry results, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Such forward-looking statements are based on numerous assumptions regarding our present and future business strategies and the environment in which we will operate in the future. Such forward-looking statements reflect our Management's current view with respect to future events and are not a guarantee of future performance.

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

Such forward-looking statements include, without limitations, statements relating to:

- (i) demand for our medical services;
- (ii) our business strategies and potential growth opportunities;
- (iii) our future plans;
- (iv) our financial position;
- (v) our financial earnings, cash flows and liquidity; and
- (vi) our ability to pay future dividends.

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, without limitation:

- (i) the competitive environment in the industry in which we operate;
- (ii) reliance on approvals, licences and permits;
- (iii) the economic, political and investment environment in Malaysia;
- (iv) the government policy, legislation or regulation; and
- (v) other factors which may or may not be within our control.

Additional factors that could cause our actual results, performance or achievements to differ materially include, but are not limited to, those discussed in **Section 9** of this Prospectus on "Risk Factors" and **Section 12** 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.

Save as required under Section 238(1) of the CMA and Paragraph 1.02, Chapter 1 of Part II (Division 6) of the Prospectus Guidelines (Supplementary and Replacement Prospectus), we expressly disclaim any obligation or undertaking to release publicly any updates or revisions to any forward-looking statements contained in this Prospectus to reflect any changes in our expectations with regard thereto or any change in events, conditions or circumstances on which any such statement is based.

You are deemed to have read and understood the descriptions of the assumptions and uncertainties underlying the forward-looking statements that are contained herein.

DEFINITIONS

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

ACE Market	: ACE Market of Bursa Securities
Acquisition	: Acquisition by Cengild Medical of the entire share capital of Cengild from the Cengild Vendors for a purchase consideration of RM12,239,999.98, wholly satisfied by the issuance of 599,999,999 new Shares at an issue price of RM0.0204 per Share
Act	: Companies Act 2016
ADA	: Authorised Depository Agent
Application	: Application for IPO Shares by way of Application Form, Electronic Share Application or Internet Share Application
Application Form	: Printed application form for the application of IPO Shares accompanying this Prospectus
ATM	: Automated Teller Machine(s)
Board	: Board of Directors of Cengild Medical
Bursa Depository or Depository	: Bursa Malaysia Depository Sdn Bhd
Bursa Securities	: Bursa Malaysia Securities Berhad
By-Laws	: By-laws governing the LTIP
CAGR	: Compound annual growth rate
Cardiac Care	: Cardiac Care Centre Sdn Bhd, being our joint venture
CDS	: Central Depository System
CDS Account(s)	: Account(s) established by Bursa Depository for a depositor for the recording of the deposit of securities and for dealing in such securities by the depositor
Cengild	: Cengild Sdn Bhd, being our subsidiary
Cengild Investors	: Cengild Investors Sdn Bhd
Cengild Medical or Company	: Cengild Medical Berhad

DEFINITIONS (Cont'd)

Cengild Medical Group or Group	:	Cengild Medical and our subsidiaries, collectively
Cengild Partners	:	Cengild Partners Sdn Bhd
Cengild Vendors	:	Cengild Investors, Cengild Partners and Medic Quest, collectively
CMSA	:	Capital Markets and Services Act 2007
Constitution	:	Constitution of our Company
COVID-19	:	Novel coronavirus disease 2019
Director	:	An executive director or a non-executive director of our Company within the meaning of Section 2 of the Act
EBITDA	:	Earnings before interest, tax, depreciation and amortisation
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 CD-ROMs
Electronic Share Application	:	Application for our IPO Shares under the Retail Offering through a Participating Financial Institution's ATM
Eligible Persons	:	Eligible executive director(s) and eligible executive(s) who meets the criteria of eligibility for participation in the LTIP in accordance with the By-laws
EPF	:	Employee Provident Fund
EPS	:	Earnings per Share
ESGS	:	Executives' share grant scheme
ESOS	:	Executives' share option scheme
ESOS Option(s)	:	Option(s) granted or to be granted under the ESOS to subscribe for new Shares pursuant to the contract constituted by the acceptance of an offer made in accordance with the terms and conditions of the offer and the By-Laws
Final Retail Price	:	Final price per IPO Share to be paid by 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
FPE	:	Financial period ended 31 October 2021
FYE	:	Financial year ended 30 June
Galen Primer	:	Galen Primer Sdn Bhd, being our subsidiary
GP	:	Gross profit

DEFINITIONS (Cont'd)

HLIB or Principal Adviser or Sponsor or Sole Underwriter or Sole Bookrunner	:	Hong Leong Investment Bank Berhad
IFRS	:	International Financial Reporting Standards
IMR Report	:	Independent market research report dated 15 March 2022 prepared by Protégé
Institutional Offering	:	Offering of 162,860,000 IPO Shares at the Institutional Price, subject to clawback and reallocation provisions to the institutional and selected investors
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 Internet Share Application
Internet Share Application	:	Application for our IPO Shares under the Retail Offering through an Internet Participating Financial Institutions
IPO	:	Initial public offering of 218,800,000 new Shares in conjunction with the listing of and quotation for our entire enlarged issue share capital on the ACE Market of Bursa Securities
IPO Shares	:	218,800,000 new Shares to be issued pursuant to the IPO
Issuing House and Share Registrar	:	Tricor Investor & Issuing House Services Sdn Bhd
IT	:	Information technology
Key Senior Management	:	Key senior management personnel of our Group, whose profiles are set out in Section 5 of this Prospectus
LAT	:	Loss after tax
LBT	:	Loss before tax
Listing	:	Listing of and quotation for the entire enlarged issued share capital of our Company comprising 818,800,000 Cengild Medical Shares on the ACE Market of Bursa Securities
Listing Requirements	:	ACE Market Listing Requirements of Bursa Securities, as may be amended from time to time
LPD	:	1 March 2022, being the latest practicable date prior to the registration of this Prospectus with the SC
LTIP	:	Long term incentive plan comprising the ESOS and ESGS
LTIP Committee	:	The committee appointed from time to time by the Board pursuant to the By-Laws to administer the LTIP

DEFINITIONS (Cont'd)

Malaysian Public	:	Malaysian citizens, companies, co-operatives, societies and institutions incorporated or organised under the laws of Malaysia
Market Day	:	A day on which Bursa Securities is open for trading in securities
MCO	:	Movement Control Order issued under the Prevention and Control of Infectious Diseases Act 1988 of Malaysia and the Police Act 1967 of Malaysia
Medic Quest	:	Medic Quest Sdn Bhd
MFRS	:	Malaysian Financial Reporting Standards
MOH	:	Ministry of Health of Malaysia
N/A	:	Not applicable
NA	:	Net assets / equity attributable to owners of our Company
NL	:	Net liabilities
NBV	:	Net book value
Participating Financial Institutions	:	Participating financial institutions for the Electronic Share Application
PAT	:	Profit after tax
PBT	:	Profit before tax
PE Multiple	:	Price-to-earnings multiple
Period Under Review	:	FYE 2018, FYE 2019, FYE 2020, FYE 2021 and 4-month FPE 31 October 2021
PHFSA	:	Private Healthcare Facilities and Services Act 1998
Pink Form Allocations	:	Allocation of 15,000,000 IPO Shares to the eligible Directors, Key Senior Management, employees and persons who have contributed to the success of our Group, which forms part of our IPO
Price Determination Date	:	The date on which the Institutional Price and Final Retail Price will be determined
Promoters	:	Dato' Dr Tan Huck Joo, Emeritus Professor Dato' Dr Goh Khean Lee, Dr Mohamed Akhtar Bin Mohamed Ditali Qureshi, Dr Ramesh A/L K Gurunathan, Dr Ong Siew Kuen and Anne Marie Loh Foong Han, collectively
Prescribed Security(ies)	:	Security(ies) of a company that is(are) prescribed by Bursa Securities to be deposited in the CDS subject to the provision of the SICDA and the Rule of Bursa Depository
Prospectus	:	This prospectus dated 30 March 2022 in relation to our IPO
Prospectus Guidelines	:	Prospectus Guidelines issued by the SC

DEFINITIONS (Cont'd)

Protégé or IMR	:	Protégé Associates Sdn Bhd, the independent market researcher for our IMR Report
Retail Offering	:	Offering of 55,940,000 IPO Shares at the Retail Price, subject to clawback and reallocation provisions, to be allocated to the following: <ul style="list-style-type: none"> (i) 40,940,000 IPO Shares for application by the Malaysian Public via balloting; and (ii) 15,000,000 IPO Shares reserved for application by the eligible Directors, Key Senior Management, employees and persons who have contributed to the success of our Group
Retail Price	:	Indicative initial price of RM0.33 per IPO Share to be fully paid upon application under the Retail Offering, subject to the adjustment as detailed in Section 4.5.1 of this Prospectus
RM and sen	:	Ringgit Malaysia and sen respectively
ROC	:	Registrar of Companies
Rules of Bursa Depository	:	Rules of Bursa Depository as issued under the SICDA
SAC	:	Shariah Advisory Council of the SC
SC	:	Securities Commission Malaysia
Shares or Cengild Medical Shares	:	Ordinary shares in Cengild Medical
SICDA	:	Securities Industry (Central Depositories) Act 1991 of Malaysia
SOCSSO	:	Social Security Organisation
sq ft	:	Square feet
Substantial Shareholders	:	Dato' Dr Tan Huck Joo, Emeritus Professor Dato' Dr Goh Khean Lee, Dr Mohamed Akhtar Bin Mohamed Ditali Qureshi and Anne Marie Loh Foong Han, collectively
Underwriting Agreement	:	Underwriting agreement dated 8 March 2022 entered between our Company and Sole Underwriter for the underwriting of our IPO Shares under the Retail Offering
UNCKL	:	UNCKL Sdn Bhd, being our associate company

GLOSSARY OF TECHNICAL TERMS

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

Anaesthesia	: Drugs that are used to numb a localised part of the body (local anaesthesia) or cause unconsciousness (general anaesthesia) before medical procedures
Angiography	: A type of x-ray procedure to examine blood vessels and blood flow in the body
Biopsy	: A procedure to remove a piece of tissue or a sample of cells from the body to be analysed in the laboratory
Cancer	: Diseases that occur when abnormal cells divide without control and have the ability to invade and destroy normal body tissue
Cardiology	: A medical specialty that deals with diseases and abnormalities of the heart
Cardiomyopathy	: Refers to diseases of the heart muscle
Central sterile supply department/unit or CSSD/CSSU	: A department/unit or room in a medical centre that performs sterilisation procedures on medical devices, medical equipment and other consumables used during surgery or aseptic procedures such as wound stitching or bandaging
Chemotherapy	: A form of treatment for cancer that uses drug therapy to destroy rapidly-growing cancer cells in the body
Computed tomography or CT	: A computerised x-ray imaging procedure that takes multiple x-rays of the body at various angles which is processed by the machine's computer to generate images of the body
Contrast injector kit	: Contrast media injectors are used in cardiac imaging to help improve patient safety and enhance image quality. These devices control contrast dosage, record the amount used, speed injections to keep up with fast CT scanners, and warn of potential hazards, such as air embolisms or extravasations.
Coronary artery disease	: Narrowing or blockage of the coronary arteries, or the arteries of the heart. It can be caused by build-up of cholesterol and fatty deposits inside the arteries
Credentialing	: The process by which a healthcare organisation assesses and confirms the qualifications of a practitioner
Dietetics	: The study of food and nutrition and its effects on human health
Dietician	: A health professional that assesses, diagnoses, and treats digestive and nutritional problems
Digestive system	: The bodily system relating to the consumption, digestion, and absorption of food as well as the excretion of residual waste. It consists of the mouth, oesophagus, gastrointestinal tract, liver, pancreas, and gallbladder

GLOSSARY OF TECHNICAL TERMS (*Cont'd*)

Disposable hemoclip	: Compatible with endoscope, the device is indicated for clip placement within digestive tract for the purpose of mechanical pressure treatment of bleeding of small arteries and pulsation
Echocardiography	: A test that uses sound waves to create a moving picture of the heart. It is used to show the size and the shape of the heart, how well the heart is working, and if there are any deficiencies of the heart
Employee consultants	: Our employees who are paid a fixed monthly salary and a performance-based bonus.
Endoscope	: A long, thin, flexible tube with a camera and light attached at the end that is used to look inside a person's body. Specialised endoscopes are named after their target organ e.g. cystoscope for the urethra and bladder, colonoscope for the colon, ureteroscope for the ureters and kidney
Endoscopic	: Relating to procedures performed by means of endoscope
Endoscopy	: Examination of the inside of the body using a tool called an endoscope. The endoscope is usually inserted into the body through the mouth or the anus
Fluoroscopy	: A form of medical imaging that shows a continuous x-ray image on a monitor in real-time
Gallstones	: Hardened deposits of bile that may form in the gallbladder
Gastric balloon placement	: A non-surgical weight-loss procedure that involves inserting a gastric balloon (for example, an inflatable saline-filled balloon into the stomach, thus reducing the space in the stomach and limiting the amount of food that can be ingested by the patient. The procedure is used when a diet and exercise has not worked for an obese patient
Gastroesophageal reflux disease or GERD	: A digestive disorder that affects the ring of muscle between the oesophagus and stomach. The ring of muscle becomes loose which allows stomach acid to flow up into the oesophagus. Symptoms include chest pain, heartburn, or regurgitation of food
Gastrointestinal	: Relating to the stomach and the intestines
Gastrointestinal tract	: The part of the digestive system that consists of the stomach and intestines
Gynaecology	: A medical specialty that deals with diseases and abnormalities of the female reproductive system
Haemorrhoid	: Also known as piles, haemorrhoids are swollen and inflamed veins in the rectum or anus
Hepatobiliary	: Relating to the liver, gallbladder, bile ducts, or bile
Hepatology	: A medical specialty that deals with diseases and abnormalities of the liver, gallbladder, bile ducts, and pancreas

GLOSSARY OF TECHNICAL TERMS (*Cont'd*)

Histopathology	:	A branch of pathology that examines tissue samples or biopsies to diagnose presence of diseases
Hypertension	:	High blood pressure
Image-guided biopsy	:	A biopsy that is done under guidance of an imaging technique such as ultrasound. Using a real-time image, the doctor can guide the biopsy needle into the best position to obtain the biopsy sample
Keyhole surgery	:	Otherwise known as minimally invasive surgery or laparoscopy, it is a surgical method used to access the inside of the abdomen and pelvis without having to make large incisions in the skin
Laparoscope	:	A specialised endoscope used for keyhole surgeries
Laparoscopic	:	Relating to procedures performed by means of laparoscope
Lower gastrointestinal tract	:	The large intestine (colon) and rectum
Oncology	:	A medical speciality that deals with the prevention, diagnosis, and treatment of cancer
Open surgery	:	A type of surgery where the skin and tissues are cut so that the surgeon has a full view of the organs or structures involved
Pancreatitis	:	The inflammation of the pancreas which may occur suddenly or on a long-term basis
Pathology	:	A medical specialty that studies the cause and effect of disease or injury
Percutaneous nephrolithomy	:	A procedure to remove kidney stones when they cannot be passed through on their own. The surgeon cuts a small incision in the back and passes a special endoscope with various tools through the hole and to the kidney where the stone is removed
Percutaneous transhepatic biliary drainage	:	A procedure that involves placement of a drain into the bile ducts to treat blockages of the bile duct
Physiotherapist	:	A professional that provides physiotherapy services
Physiotherapy	:	The treatment of disease, injury, or disability through physical methods such as movement and exercise, manual therapy, massage, or manipulation of the body
Polyps	:	Abnormal growths of tissue
Privileging	:	The process of authorising a licensed or certified healthcare practitioner's specific scope of patient care services.
Radiofrequency ablation	:	A procedure that uses an electric current to heat up a small area of nerve tissue to prevent it from sending pain signals
Radiology	:	A medical specialty that uses imaging technology to diagnose and treat diseases. Such techniques include X-rays and ultrasound

GLOSSARY OF TECHNICAL TERMS (*Cont'd*)

Resident consultants	:	Consultants who spend six (6) sessions or more per week in our medical centre are classified as resident consultants and our medical centre serves as their principal place of practice.
Special diagnostic	:	An assessment (which include treadmill stress test and transthoracic echocardiography) performed to gauge how a patient's heart respond to external stress in a controlled environment
Transthoracic echocardiography	:	A common type of echocardiography procedure to get images of the heart. The probe for the ultrasound is placed on the chest or abdomen, hence it is transthoracic
Treadmill stress test	:	Otherwise known as a stress test or exercise test, it is a test that is used to determine how well a patient's heart handles work. Leads are attached to the patient and equipment that is used to monitor the heart. The patient is then asked to walk on a treadmill at increasing pace and incline. The patient's heart rate and blood pressure are monitored and check throughout the test. This test can be used to diagnose heart conditions such as coronary artery disease or predict the risk of a heart attack
Ultrasound	:	Also known as ultrasonography, it is a form of medical imaging that uses high-frequency sound waves to capture live images from the inside of the body
Upper gastrointestinal tract	:	The stomach and small intestine
Urinary incontinence	:	Involuntary leakage of urine whereby control over the urinary sphincter (ring of muscle) is weakened or lost
Urological	:	Relating to the Urology
Urology	:	A medical speciality that deals with the male and female urinary-tract system and the male reproductive organs
Ureteroscopy	:	A procedure to remove kidney stones where a specialised endoscope called a ureteroscope is inserted through the urethra, bladder, and kidney up to where the stone is
Visiting consultants	:	Visiting consultants are consultants contracted to provide services at our medical centre and who spend less than 6 sessions per week in our medical centre.

1. CORPORATE DIRECTORY

BOARD OF DIRECTORS

Name	Designation	Nationality	Address
Dato' Dr Tan Huck Joo	Executive Chairman	Malaysian	7, Jalan Setiamurni 12 Bukit Damansara 50490 Kuala Lumpur Wilayah Persekutuan
Emeritus Professor Dato' Dr Goh Khean Lee	Executive Director	Malaysian	30, Jalan Setiabakti 9 Bukit Damansara 50490 Kuala Lumpur Wilayah Persekutuan
Dr Mohamed Akhtar Bin Mohamed Ditali Qureshi	Executive Director	Malaysian	63, Jalan SS 19/4 47500 Subang Jaya Selangor
Kua Choo Kai	Independent Non- Executive Director	Malaysian	No. 1, Jalan Bayu 8-2 Bukit Gita Bayu 43300 Seri Kembangan Selangor
Dr Chong Su-Lin	Independent Non- Executive Director	Malaysian	3 Lorong Kota Empat Bukit Ledang Off Jalan Duta 50480 Kuala Lumpur Wilayah Persekutuan
Dr Azrina Binti Abu Bakar	Independent Non- Executive Director	Malaysian	B-19-3A, Residency @ Park 51 Jalan 241/51A, Seksyen 51A 46100 Petaling Jaya Selangor

AUDIT COMMITTEE

Name	Designation	Directorship
Kua Choo Kai	Chairperson	Independent Non-Executive Director
Dr Chong Su-Lin	Member	Independent Non-Executive Director
Dr Azrina Binti Abu Bakar	Member	Independent Non-Executive Director

REMUNERATION COMMITTEE

Name	Designation	Directorship
Kua Choo Kai	Chairperson	Independent Non-Executive Director
Dr Chong Su-Lin	Member	Independent Non-Executive Director
Dr Azrina Binti Abu Bakar	Member	Independent Non-Executive Director

1. CORPORATE DIRECTORY (Cont'd)

NOMINATING COMMITTEE

Name	Designation	Directorship
Dr Azrina Binti Abu Bakar	Chairperson	Independent Non-Executive Director
Kua Choo Kai	Member	Independent Non-Executive Director
Dr Chong Su-Lin	Member	Independent Non-Executive Director

RISK MANAGEMENT COMMITTEE

Name	Designation	Directorship
Dr Chong Su-Lin	Chairperson	Independent Non-Executive Director
Kua Choo Kai	Member	Independent Non-Executive Director
Dr Azrina Binti Abu Bakar	Member	Independent Non-Executive Director

COMPANY SECRETARIES : Chong Lay Kim (SSM PC No. 202008001920) (LS No. 0008373)
Yeng Shi Mei (SSM PC No. 202008001282) (MAICSA 7059759)

Unit 30-01, Level 30, Tower A
Vertical Business Suite, Avenue 3
Bangsar South
No. 8 Jalan Kerinchi
59200 Kuala Lumpur
Wilayah Persekutuan, Malaysia
Telephone No.: +603 2783 9191
Facsimile No.: +603 2783 9111

REGISTERED OFFICE : Unit 30-01, Level 30, Tower A
Vertical Business Suite, Avenue 3
Bangsar South
No. 8, Jalan Kerinchi
59200 Kuala Lumpur
Wilayah Persekutuan Malaysia
Telephone No.: +603 2783 9191
Facsimile No.: +603 2783 9111

HEAD OFFICE : Unit 2-3 & 2-4, Nexus @ Bangsar South
No. 7, Jalan Kerinchi
59200 Kuala Lumpur
Malaysia
Telephone No.: +603 2242 7000
Email address: info@cengild.com
Website: https://www.cengild.com

**PRINCIPAL ADVISER,
SPONSOR, SOLE
UNDERWRITER AND SOLE
BOOKRUNNER** : Hong Leong Investment Bank Berhad
Level 28, Menara Hong Leong
No. 6, Jalan Damansara
Bukit Damansara
50490 Kuala Lumpur
Telephone No.: +603 2083 1800

1. CORPORATE DIRECTORY (Cont'd)

SOLICITORS FOR OUR IPO	: Foong & Partners 13-1, Menara 1MK Kompleks 1 Mont' Kiara No 1, Jalan Kiara Mont' Kiara 50480 Kuala Lumpur Telephone No.: +603 6419 0822
EXTERNAL AUDITORS AND REPORTING ACCOUNTANTS	: Crowe Malaysia PLT 201906000005 (LLP0018817-LCA) & AF 1018 Level 16, Tower C Megan Avenue 2 Jalan Yap Kwan Seng 50450 Kuala Lumpur Telephone No.: +603 2788 9999 Partner-in-charge : Choong Kok Keong Approval No. : 03461/11/2023 J Professional Qualification : <ul style="list-style-type: none">▪ Chartered Accountant, Malaysian Institute of Accountants ("MIA") MIA membership no. CA 33978▪ Member of Association of Chartered Certified Accountants
ISSUING HOUSE AND SHARE REGISTRAR	: Tricor Investor & Issuing House Services Sdn Bhd Unit 32-01, Level 32 Tower A, Vertical Business Suite Avenue 3, Bangsar South No. 8, Jalan Kerinchi 59200 Kuala Lumpur Telephone No.: +603 2783 9299 Facsimile No.: +603 2783 9222
INDEPENDENT MARKET RESEARCHER	: Protégé Associates Sdn Bhd Suite C-09-12, Plaza Mont' Kiara 2, Jalan Kiara, Mont' Kiara 50480 Kuala Lumpur Telephone No.: +603 6201 9301 Person-in-charge : Seow Cheow Seng Qualification : <ul style="list-style-type: none">▪ Master in Business Administration from Charles Sturt University, Australia▪ Bachelor of Business specialising in Marketing from RMIT University, Australia
LISTING SOUGHT	: ACE Market
SHARIAH STATUS	: Approved by the SAC

2. INTRODUCTION

2.1 APPROVALS AND CONDITIONS

2.1.1 Bursa Securities

Bursa Securities had, vide its letter dated 10 February 2022, approved our admission to the Official List and the listing of and quotation for our entire enlarged issued share capital comprising 818,800,000 Shares on the ACE Market of Bursa Securities and the ESOS.

The conditions imposed by Bursa Securities and status of compliance with the conditions are as follows:

No.	Conditions imposed	Status of compliance
1.	Submit the following information in respect of the moratorium on the shareholdings of Promoters to Bursa Depository: <ul style="list-style-type: none"> (i) Name of shareholders; (ii) Number of shares; and (iii) Date of expiry of the moratorium for each block of shares. 	Complied
2.	Approvals from other relevant authorities have been obtained for implementation of the Listing;	Complied
3.	To make the relevant announcements pursuant to paragraphs 8.1 and 8.2 of Guidance Notes 15 of the Listing Requirements;	To be complied
4.	To furnish Bursa Securities with a copy of the schedule of distribution showing compliance with the public shareholding spread requirements based on the entire issued share capital of Cengild Medical on the first day of listing;	To be complied
5.	In relation to the public offering to be undertaken by Cengild Medical, to announce at least two (2) market days prior to the listing date, the result of the offering including the following: <ul style="list-style-type: none"> (i) Level of subscription of public balloting and placement; (ii) Basis of allotment/ allocation; (iii) A table showing the distribution for placement tranche as per the format in Appendix I, and (iv) Disclosure of placees who become substantial shareholders of Cengild Medical arising from the public offering, if any. 	To be complied

Please be reminded that the overall distribution of the Company's securities is properly carried out to mitigate any disorderly trading in the secondary market;

2. INTRODUCTION

No.	Conditions imposed	Status of compliance
6.	Cengild Medical/ HLIB to furnish Bursa Securities with a written confirmation of its compliance with the terms and conditions of Bursa Securities' approval upon the admission of Cengild Medical to the Official List of the ACE Market; and	To be complied
7.	Cengild Medical is required to furnish Bursa Securities on a quarterly basis a summary of the total number of shares listed pursuant to the issuance of new shares under the ESOS as at the end of each quarter together with a detailed computation of listing fees payable.	To be complied

2.1.2 SC

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

The SC had, vide its letter dated 7 March 2022, approved the resultant equity structure of our Company under the Bumiputera equity requirement for public listed companies pursuant to our Listing, subject to the compliance with the following conditions:

No.	Details of conditions imposed	Status of compliance
(i)	Cengild Medical to make available at least 50% of the Shares offered to the Malaysian public investors via balloting to Bumiputera public investors at the point of listing;	To be complied
(ii)	Cengild Medical to allocate 12.5% of its enlarged number of issued shares to Bumiputera investors to be approved by Ministry of International Trade and Industry within one (1) year after achieving the profit requirement for companies seeking listing on the Main Market of Bursa Securities or five (5) years after being listed on the ACE Market of Bursa Securities, whichever is earlier (" Compliance Date ");	To be complied
(iii)	Cengild Medical to submit to the SC a proposal to comply with the equity condition stated in paragraph (ii) above, at least six (6) months prior to the Compliance Date; and	To be complied
(iv)	HLIB or Cengild Medical to submit Cengild Medical's equity structure to the SC upon completion of the proposed listing.	To be complied

The SAC has, via its letter dated 28 October 2021, classified our Shares as Shariah-compliant securities based on our latest audited financial information for FYE 30 June 2021.

2. INTRODUCTION (Cont'd)

2.2 MORATORIUM ON OUR SHARES

In accordance with Rule 3.19(1) of the Listing Requirements and pursuant to the conditions imposed under the approval letter by Bursa Securities, a moratorium will be imposed on the sale, transfer or assignment of those Cengild Medical Shares held by our Promoters as follows:

- (a) The moratorium applies to the entire shareholdings of our Promoters for a period of 6 months from the date of our admission to the ACE Market ("**First 6-Month Moratorium**");
- (b) Upon the expiry of the First 6-Month Moratorium, our Company must ensure that our Promoters' aggregate shareholdings amounting to at least 45% of our nominal ordinary share capital remain under moratorium for another period of 6 months ("**Second 6-Month Moratorium**"); and
- (c) On the expiry of the Second 6-Month Moratorium, our Promoters may sell, transfer or assign up to a maximum of 1/3 per annum (on a straight line basis) of those Cengild Medical Shares held under moratorium.

The Promoters' Shares that will be subject to the abovementioned moratorium, are set out below:

Promoters	Moratorium shares during the First 6-Month Moratorium		Moratorium shares during the Second 6-Month Moratorium	
	No. of Shares	(1)%	No. of Shares	(2)%
	'000		'000	
Dato' Dr Tan Huck Joo	(3)136,529	16.67	129,738	15.40
Emeritus Professor Dato' Dr Goh Khean Lee	(3)60,183	7.35	57,323	6.81
Dr Mohamed Akhtar Bin Mohamed Ditali Qureshi	(3)57,427	7.01	54,414	6.46
Dr Ramesh A/L K Gurunathan	(3)39,786	4.86	37,775	4.49
Dr Ong Siew Kuen	(3)27,895	3.41	26,766	3.18
Anne Marie Loh Foong Han	80,295	9.81	72,974	8.66
Total	402,115	49.11	378,990	45.00

Notes:

- (1) Based on the enlarged issued share capital of 818,800,000 Shares after IPO.
- (2) Based on the enlarged issued share capital of 842,200,000 Shares after the IPO assuming full exercise of ESOS Options granted.
- (3) Assuming he/she will fully subscribe for his/her respective allocations under the Pink Form Allocations and assuming he/she does not apply for excess IPO Shares.

The moratorium has been fully accepted by the Promoters, who have provided written undertakings that they will not sell, transfer or assign their shareholdings under moratorium during the moratorium period.

2. INTRODUCTION (Cont'd)

In addition to the above, the following shareholders have voluntarily agreed to place their entire shareholding under moratorium (“**Voluntary Moratorium Shareholders**”) to demonstrate their confidence in the future growth and prospects of our Group. The Voluntary Moratorium Shareholders have provided undertaking to Bursa Securities that they will not sell, transfer or assign their shareholdings under moratorium for a period of 6 months from the listing date.

The material relationship between the Voluntary Moratorium Shareholders and our Group, and their respective shareholdings are as follows:

Voluntary Moratorium Shareholders	Material relationship with our Group⁽¹⁾	No. of Shares '000	⁽⁵⁾%
Medic Quest	Party connected with Key Senior Management ⁽²⁾	36,191	4.42
Dr Mustafa Mohammed Taher	Key Senior Management (Head of Department, Outpatient)	⁽⁶⁾ 1,800	0.22
Tan Kar Tek	-	40,256	4.92
Tony Tan Choon Keat	-	40,037	4.89
Transmetro Sdn Bhd	-	23,925	2.92
Tan Soon Wah	Person connected with Promoter, Director, Substantial Shareholder and Key Senior Management ⁽³⁾	18,605	2.27
Dr Lai Kwong Choy	Medical Officer	⁽⁶⁾ 12,883	1.57
Tang Vee Mun	-	9,243	1.13
Dr Amir Azlan Zain	Visiting consultant	5,897	0.72
Tan Lim Tneah Kooi	-	4,833	0.59
Kuok Su Sim	Resident consultant	⁽⁶⁾ 3,493	0.43
Kang Hoo Chong	Person connected with Promoter and Key Senior Management ⁽⁴⁾	2,658	0.32
Dr Wong Phooi Kheong	Resident consultant	⁽⁶⁾ 2,334	0.29
Dr Subhashini A/P Jahanath	Resident consultant	⁽⁶⁾ 2,334	0.29
Yap Soh Kim	Key Senior Management (Chief Executive Officer)	⁽⁶⁾ 1,796	0.22
Dr Lim Kin Foong	Visiting consultant	⁽⁶⁾ 1,368	0.17
Dr Leow Hwong Ruey	Visiting consultant	579	0.07
Dr Ausama A Malik	Visiting consultant	579	0.07
Dr Wong Zhiqin	Visiting consultant	579	0.07
Dr Loo Su Yin	Visiting consultant	579	0.07
Dr Meheshinder Singh A/L Babu Singh Giani	Visiting consultant	385	0.05
Cheah Wen Lih	Key Senior Management (Senior Finance Manager)	⁽⁶⁾ 512	0.06
Dr Raja Affendi Bin Raja Ali	Visiting consultant	194	0.02
Total		211,060	25.78

Notes:

- (1) Other than being a shareholder of our Company.
- (2) By virtue of Dr Mustafa Mohammed Taher's shareholdings in Medic Quest. Dr Mustafa Mohammad Taher is our Head of Department, Outpatient.

2. INTRODUCTION (Cont'd)

- (3) Brother of Dato' Dr Tan Huck Joo. Dato' Dr Tan Huck Joo is our Executive Chairman and Medical Director.
- (4) Spouse of Dr Ong Siew Kuen. Dr Ong Siew Kuen is our Head of Department, Medicine.
- (5) Based on the enlarged issued share capital of 818,800,000 Shares after IPO.
- (6) Assuming he/she will fully subscribe for his/her respective allocations under the Pink Form Allocations and assuming he/she does not apply for excess IPO Shares.

The shareholders of Medic Quest, namely Dr Mustafa Mohammed Taher and Rafe'ah Binti Ariffin, have undertaken not to sell, transfer or assign their entire shareholdings in Medic Quest for a period 6 months from the date of the Listing.

The shareholders of Transmetro Sdn Bhd, namely Kong Chong Soon @ Chi Suim and Tong Ee Ping, have undertaken not to sell, transfer or assign their entire shareholdings in Transmetro Sdn Bhd for a period 6 months from the date of the Listing.

The moratorium restrictions are specifically endorsed on the share certificates representing the Shares under moratorium held by the Promoters and Voluntary Moratorium Shareholders to ensure that our Share Registrar does not register any transfer that contravenes with such restrictions.

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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 on whether to invest in our Shares.

3.1 PRINCIPAL DETAILS OF OUR IPO

Our IPO Shares will be allocated in the following manner:

Category	No. of IPO Shares '000	⁽¹⁾ % of the enlarged issued share capital %
Institutional Offering:		
▪ Institutional and selected investors	162,860	19.89
Retail Offering:		
▪ Eligible Directors	6,000	0.73
▪ Eligible Key Senior Management	5,775	0.71
▪ Eligible employees	1,225	0.15
▪ Persons who have contributed to the success of our Group	2,000	0.24
▪ Malaysian Public (via balloting)	40,940	5.00
	55,940	6.83
Total	218,800	26.72

Note:

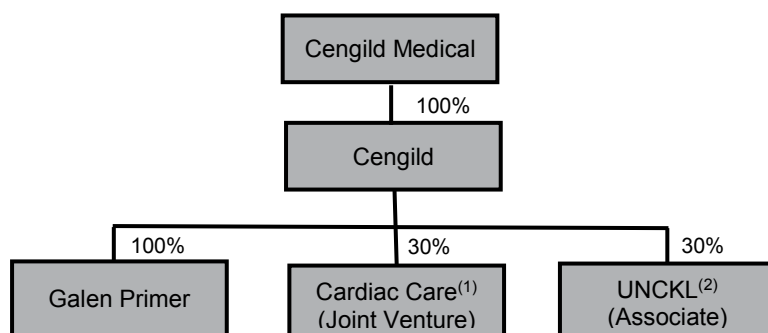
(1) Based on the enlarged issued share capital of 818,800,000 after our IPO.

The Retail Price is RM0.33 per IPO Share. The Final Retail Price will be determined after the Institutional Price is fixed on the Price Determination Date, and will be the lower of the Institutional Price or the Retail Price. In the event that 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. See **Section 4.5.3** of this Prospectus for details of the refund mechanism. Further details of our IPO are set out in **Section 4** of this Prospectus.

In compliance with the Listing Requirements, our Promoters' entire shareholdings after IPO will be held under moratorium. In addition, the Voluntary Moratorium Shareholders have provided undertaking to Bursa Securities that they will not sell, transfer or assign their shareholdings under moratorium for a period of 6 months from the listing date. Further details on the moratorium are set out in **Section 2.2** of this Prospectus. Save for the above, there is no other moratorium imposed on our Shares.

3.2 OUR BUSINESS

We were incorporated in Malaysia under the Act on 3 February 2021 as a private limited company under the name of Cengild Medical Sdn Bhd, and subsequently converted into a public limited company on 2 July 2021. Our Company was incorporated to facilitate the Listing. As at the LPD, our group structure is as follows:



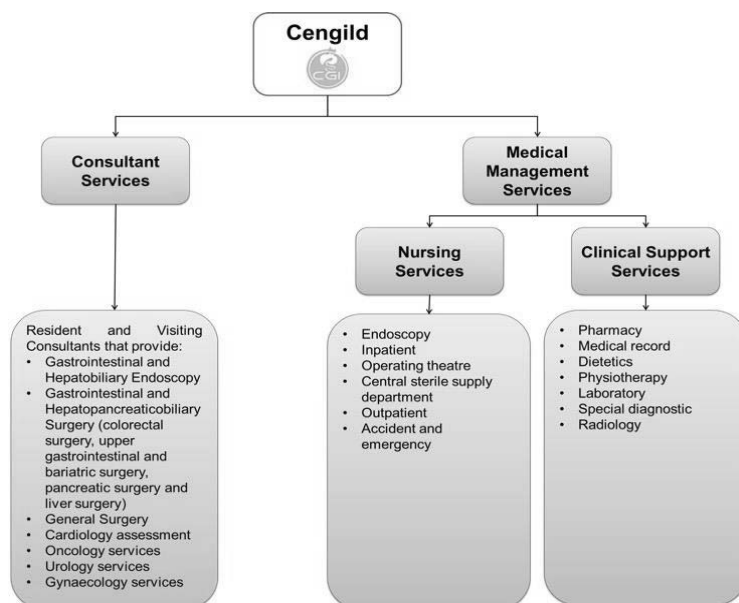
Notes:

- (1) The 70% equity interest in Cardiac Care is held by Dr Hendrick Chia Miah Yang.
- (2) The 70% equity interest in UNCKL is held by K.L. Urology & Nephrology Centre Sdn Bhd.

Please refer to **Section 6.4** for further details of the shareholding structure of Cardiac Care and UNCKL.

3. PROSPECTUS SUMMARY (Cont'd)

We are a healthcare service provider operating a medical centre specialising in the diagnosis and treatment of gastrointestinal, liver diseases and obesity. Our medical centre is located at Nexus @ Bangsar South, Kuala Lumpur. Our business activities are set out below:



[^] Revenue contribution for the FYE 2021

Consultant Services

RM23.40 million (36.9%)

Medical Management Services

▪ Nursing Services

RM19.79 million (31.2%)

▪ Clinical Support Services

RM19.14 million (30.1%)

Customer Base

Individual patients and corporate clients

Supplier Base

Private laboratory diagnostic company, manufacturers and distributors of pharmaceutical products and medical supplies and consumables

Note:

[^] Includes our revenue for “others” segment (FYE 2021: RM1.14 million (1.8%)), which comprises contribution by certain resident consultants whereby a fixed percentage of income earned by them in other medical centres is contributed to our Group as administrative fee.

Currently, our medical centre has 10 clinics, three (3) endoscopy rooms, 28 beds (including eight (8) day care beds), two (2) operating theatres, radiology department, accident and emergency department, pharmacy, laboratory and central sterile supply department. Our team of consultants provide tertiary care subspecialised advance endoscopic services, gastrointestinal and general surgeries, gynaecological and urological endoscopy services and surgeries, supported by cardiologist. Tertiary care subspecialised services refer to the level of healthcare services provided to patients which typically involves specialist consultative care, advanced treatment or complex surgery and inpatient care, within a medical specialty.

As at the LPD, we have six (6) employee consultants, five (5) resident consultants, 17 visiting consultants and four (4) medical officers, of which three (3) employee consultants and four (4) visiting consultants are specialising in the diagnosis and treatment of gastrointestinal and liver diseases, and obesity. Our Group’s principal market is in Malaysia. The majority of our patients are local patients, contributing 96.8% of our revenue for the FYE 2021 while the remaining 3.2% are contributed by foreign patients. Further details of our Group and our business overview are set out in **Sections 6 and 7** of this Prospectus.

3.3 COMPETITIVE STRENGTHS

We believe that our business sustainability and future growth is built on the following competitive strengths:

(i) We operate as an independent healthcare provider specialising in gastrointestinal and liver diseases, and obesity

Our unique value proposition lies in our position as the only independent full-fledged medical centre in Malaysia specialising in gastrointestinal and liver diseases, and obesity. Our medical centre is equipped with operating theatre, inpatient ward, accident and emergency department, radiology room and laboratory which are similar to the facilities and services offered by other multidisciplinary hospitals except that we specialise in gastrointestinal and liver diseases, and obesity. Our concept is similar to that of Institut Jantung Negara which is a hospital that specialises in cardiovascular and thoracic medicine. We provide tertiary care for a diverse range of gastrointestinal and liver diseases comparable to major hospitals in Malaysia. This is similar to Institut Jantung Negara’s model where advanced and complex procedures can be performed at our

3. PROSPECTUS SUMMARY (Cont'd)

medical centre. As a result of the reputation of our consultants, we receive patient referrals from some of the major hospitals for expertise not available in those hospitals. This helps to build our reputation among the general public as the first choice medical centre specialising in gastrointestinal and liver diseases, and obesity and consequently helps to instil a sense of brand loyalty amongst our patients.

As an independent medical centre, we are a standalone medical centre and not part of a chain or group of hospitals such as the IHH Healthcare Berhad group, KPJ Healthcare Berhad group or the Columbia Asia Sdn Bhd group. There are no medical centres in Malaysia specialising in gastroenterology and liver diseases, and obesity similar to our medical centre. However, there are other medical centres in Malaysia providing specialisation in other single disciplines.

While we face competition from multidisciplinary hospitals, the advantages of being an independent healthcare provider specialising in gastrointestinal and liver diseases, and obesity are as follows:

- Specialisation in a single discipline enables our medical centre to be cost effective. Based on the IMR Report, multidisciplinary hospitals tend to have higher costs as they need to invest in a wider range of medical devices and equipment and provide more resources to cater to a wide variety of disciplines. Although these multidisciplinary hospitals may have an overall higher number of patients visiting various specialties, the number of patients visiting the gastroenterology and hepatology centres at the multidisciplinary hospitals may not necessarily be higher than the number of patients visiting our medical centre for gastrointestinal and liver diseases. Large volume of gastrointestinal and liver-related procedures performed at our medical centre and our focus on gastrointestinal and liver diseases, and obesity allow us to achieve better efficiencies and economies of scale. Our patients benefit as we are able to pass on this lower cost to them;
- Specialisation within a single discipline allows us to provide in depth and more targeted diagnostic services and treatment, and to undertake complex procedures and surgeries related to gastroenterology and liver diseases, and obesity;
- Our primary focus on gastrointestinal and liver diseases, and obesity coupled with our consultants' vast knowledge, skills and experience in the field encourages clinics, and other hospitals to refer patients with such diseases to our medical centre;
- A patient that comes to a single discipline medical centre is assured of full resources and time, as opposed to competing for resources with other patients in a multidiscipline hospital. Operating theatres, for example, in a multidiscipline hospital are shared by multiple disciplines and available timing is needed to book the time slot for surgeries; and
- Our support staff team of nurses and clinical support staff enables us to provide tailored care to our patients as they are more familiar with various gastrointestinal and liver diseases, and obesity. We are able to offer more effective and better quality of care for our patients from documentation to discharge as our support staff are focused on our specialisation.

While we also face competition from gastroenterology ambulatory clinics in relation to outpatient care services, ambulatory care centres can only provide outpatient care for patients for a period of not more than 23 hours and who do not require an overnight stay. Generally, gastroenterology ambulatory clinics are equipped with outpatient clinic, endoscopy room, and day care beds for the recovery area and do not have operating theatre and inpatient ward, which are necessary for complex endoscopic procedures and surgeries.

Although we are a single disciplinary medical centre, given that there are a growing number of patients diagnosed with gastrointestinal and liver diseases, and obesity in Malaysia which require medical treatment, we believe that our specialisation does not restrict our medical centre from having partnerships with a wider range of insurance companies and third party administrators as we are currently in partnership with 19 insurance companies and third party administrators. Please refer to Section 2.0 of the IMR Report as set out in **Section 8** of this Prospectus in relation to the trend of obesity in Malaysia.

3. PROSPECTUS SUMMARY (Cont'd)**(ii) We have reputable and experienced team of consultants supported by nursing staff and clinical support staff**

Our team of reputable and experienced consultants attracts patients to our medical centre. The high standard of care provided to our patients has led to more patient referrals, thus increasing our ability to attract new patients. In addition, the reputation of our team of consultants is likely to draw other talented consultants to our medical centre for the opportunity to learn from and work with our experienced consultants and doctors. Our medical centre provides a platform for our team of consultants to focus and develop in their specialised fields, leveraging on our facilities and administrative and operational support. We believe that by attracting and retaining top talents in the healthcare services industry, we are able to attract more patients and provide them with a better standard of medical services. In addition, we believe that the knowledge, skills and experience of our key senior management team, consultants, doctors and other healthcare professionals will enable us to provide a high quality of care to our patients while also ensuring continued growth and success of our medical centre.

We believe that our success and growth are attributed to the efforts of our consultant-led management team where each of our employee consultant has at least 20 years and up to 41 years of experience in the medical field. They are supported by Yap Soh Kim, our Chief Executive Officer, who has accumulated approximately 20 years of experience in the management of medical centres, and Cheah Wen Lih, our Senior Finance Manager, who has accumulated approximately 28 years in the accounting and finance industry. Please refer to **Section 7.10.2** of this Prospectus for the number of patients referrals we received during the Period Under Review.

(iii) We have modern medical equipment and facilities

As part of our efforts to provide comprehensive and integrated services, we have invested in modern medical equipment and facilities at our medical centre that includes three (3) endoscopy rooms and two (2) operating theatres. Our operating theatres are fully equipped to perform procedures ranging from keyhole surgery to open surgery. Other facilities include a radiology department which is equipped with facilities such as CT scanner, ultrasonography, fluoroscopy and angiography equipment to assist our consultants to carry out all the relevant procedures for our patients. There is also an in-house laboratory that allows analysis of blood and urine samples.

(iv) We are on wide range of insurance and corporate panels

We have partnered with various insurance companies and third party administrators. By partnering with them, insurance-covered patients are able to receive treatment at our medical centre via cashless facility in the form of guarantee letters from the insurance companies and third party administrators. This enables us to provide treatment to a wider group of patients with insurance coverage from insurance companies directly and through third party administrators in Malaysia. We also work with a third party administrator which serves the Indonesian market, offering patients from Indonesia to seek medical treatment in Malaysia. As we are on the corporate panel for insurance companies and third party administrators, this enables us to expand our services beyond individual patients to employees of corporations who have corporate healthcare insurance.

(v) We are able to provide complementary healthcare services that support our single specialty

While our medical centre primarily specialises in gastrointestinal and liver diseases, and obesity, we also able to provide complementary healthcare services such as urology, oncology, cardiology and gynaecology. In addition, we also offer comprehensive on-site laboratory services, 24-hour accident and emergency service, health screening, physiotherapy, dietetic and inpatient services.

We have consultants specialising in other disciplines, such as urology, oncology, cardiology and gynaecology that support our core specialisation and are able to provide more comprehensive treatments to our patients and will continue attracting more patients in the future.

3. PROSPECTUS SUMMARY (Cont'd)

The urology, oncology, cardiology, and gynaecology services are provided mainly to support our core specialisation in gastrointestinal and liver diseases, and obesity. Please refer to **Section 7.10.5** of this Prospectus for further details.

For further details, please refer to **Section 7.10** of this Prospectus.

3.4 IMPACT OF THE COVID-19 PANDEMIC

The Malaysian Government first announced a MCO in the country effective 18 March 2020, followed by various phases of the lockdown throughout the year up to the LPD. While we were allowed to operate, we saw fewer patients and experienced a significant decline in numbers of medical procedures performed during the first MCO period in the month of April 2020 due to deferment of medical procedures by patients.

After the first MCO was lifted and Malaysia transitioned into the Conditional MCO ("**CMCO**"), followed by recovery MCO ("**RMCO**"), we saw an increase in the number of patients and procedures performed during May 2020 and June 2020 a result of pent-up demand from patients who delayed their medical procedures. We continued to see the number of patients at pre-MCO levels through the rest of the year 2020.

Details of the decline in our patient volume and the number of endoscopic procedures and surgeries performed in March 2020 and April 2020 are as set out below:

	March 2020 vs average for January and February 2020	April 2020 vs March 2020
Patient volume	↓ 18.5%	↓ 34.0%
Endoscopic procedures performed	↓ 25.7%	↓ 41.7%
Surgeries performed	↑ 13.9%*	↓ 51.2%

Note:

* The number of surgeries performed during the month of March 2020 increased notwithstanding the first MCO mainly due to appointments for the surgeries made before the commencement of the first MCO on 18 March 2020.

Despite a decrease in number of patients and procedures during the first MCO period, we did not experience a negative impact on our financial results and net cash from operating activities in FYE 2020 due to COVID-19.

In response to the increasing COVID-19 infection rate, certain states in Malaysia, including Selangor and Kuala Lumpur were placed under the second MCO (i.e. from 11 January 2021 to 4 March 2021) and the country was placed under the third MCO starting from 12 May 2021. Following the steep increase in COVID-19 cases in 2021, the Malaysian Government implemented a four (4)-phase National Recovery Plan ("**NRP**"). Phase 1 of the NRP commenced with full nationwide lockdown from 1 June 2021 onwards, where movement restrictions were implemented and all sectors were not allowed to operate during this period except for those in the essential economic and service sectors. As at LPD, Selangor and Kuala Lumpur are under Phase 4 of the NRP. Through the various stages of MCO and NRP during this period and up to the LPD, we did not see a significant reduction in our patient volume and medical procedures performed (save for 7.0% decline in patient volume, 21.7% decline in the number of endoscopic procedures and 3.2% decline in the number of surgeries in the quarter ended September 2021 compared with the quarter ended June 2021). Since the first MCO in March 2020, we did not experience any material disruption, shortage or delay in our supply chain as our suppliers are also able to continue their operations during the various phases of MCO and NRP.

For further details, please refer to **Section 7.13** of this Prospectus.

3.5 FUTURE PLANS AND STRATEGIES

We intend to grow our business through the implementation of the following future plans and strategies:

(i) Expansion of existing medical centre

We intend to expand our existing medical centre at Nexus @ Bangsar South, Kuala Lumpur, by leasing additional space of approximately 12,000 to 15,000 sq ft to cater to current and future demand for our medical services, especially endoscopic procedures to strengthen our position in the segment.

3. PROSPECTUS SUMMARY (Cont'd)

The expansion of our existing medical centre will include renovations to convert the space into various sections and purposes which include three (3) endoscopy rooms, registration and payment counter, recovery area, two (2) counselling rooms, an inpatient ward, nurse counter, waiting and patient preparation area. In addition, we also intend to purchase necessary medical furniture, devices and equipment as part of our expansion which include 20 units of inpatient beds, 15 units of day care beds for the recovery area, endoscopic ultrasound device and endoscopic video imaging system, as well as electrical, computing equipment, and furniture.

(ii) Geographical expansion of our services

We intend to expand our presence by establishing two (2) new full-fledged medical centres specialising in gastrointestinal and liver diseases, and obesity in other major cities in Malaysia such as Johor Bahru, Penang or Ipoh. This allows us to grow our core business specialising in the diagnosis and treatment of gastrointestinal and liver diseases, and obesity.

According to the IMR Report, the prevalence of obesity was at 19.7% for adults in 2019 compared to 15.1% for adults in 2011. In 2019, 50.1% of adults were overweight compared to 30% in 2015. The trend of obesity is alarming as it is an indicator of future increases in incidence of non-communicable diseases such as diabetes, hypertension and high blood cholesterol. Obesity is also one of the factors that would increase the risk of a person developing gastrointestinal and liver diseases and its increasing prevalence likely leads to growing number of patients diagnosed with gastrointestinal and liver diseases.

However, if the opportunity arises, we may acquire existing practices and/or clinics or establish strategic partnerships, or joint ventures with practices and/or clinics which are already operating in the selected locations. The choice of expanding via partnerships or acquisitions is to ensure a fast and effective market penetration given that the local companies which are operating practices and/or clinics are likely to have already established an existing presence and network in the selected location. Such expansion will add value to our existing business and bring greater economies of scale and growth in the future. Currently, we have not identified any acquisition targets, strategic partnerships or joint ventures.

(iii) Expansion of our medical team

In order to support the expansion of our existing medical centre as well as into other major cities in Malaysia, we intend to strengthen our medical team by attracting and recruiting consultants specialising in gastroenterology and hepatology. These consultants and surgeons will be based either at our existing medical centre or at our two (2) new full-fledged medical centres in selected major cities as part of the expansion plan. The full-fledged medical centres provide facilities for both inpatient and outpatient care and will be equipped with operating theatre, inpatient ward and accident and emergency department in addition to services such as outpatient clinics, radiology room, endoscopy rooms, laboratory, pharmacy and day care beds for the recovery areas. We will also recruit new staff which include nursing staff and administrative staff to support the expansion of our existing medical centre as well as the setting up of two (2) proposed new medical centres.

For further details, please refer to **Section 7.11** of this Prospectus.

3.6 RISK FACTORS

An investment in our Shares is subject to risks. A summary of the major risk factors is set out below. A more detailed description of the risks associated with our Group and IPO can be found in **Section 9** of this Prospectus. Investors should read and understand all the risk factors before making a decision to invest in our Shares.

3.6.1 We are highly dependent on our employee consultants

Our medical centre currently has six (6) employee consultants specialising in gastrointestinal and liver diseases, and obesity, who are the key revenue drivers. The contribution by the employee consultants to our total revenue for the Period Under Review are 76.9%, 87.1%, 86.7%, 84.6% and 78.6% for the FYE 2018, FYE 2019, FYE 2020, FYE 2021 and 4-month FPE

3. PROSPECTUS SUMMARY (Cont'd)

31 October 2021, respectively. The loss of any of these employee consultants, without suitable and timely replacement, or the inability to attract, hire and retain suitable candidates as employee consultants, may result in us being unable to retain our patients or attract new patients, which could negatively affect its business operations, financial performance and future prospects.

Our Group's performance and growth will depend substantially on our ability to retain, attract experienced, reputable and highly trained consultants with track record to join our medical centre as employee consultants by offering attractive remuneration packages such as minimum guarantee income and/or participation in our LTIP. The type of services our Group may provide is partly determined by our employee consultants and the skills which they possess. Our employee consultants have established their own patient bases. If any of them are no longer with our Group, their respective patient bases may choose to seek medical services elsewhere. Our patient base, business, financial condition, results of business operations and prospects may be materially and adversely affected if we cannot attract and retain employee consultants specialising in gastrointestinal and liver diseases, and obesity.

3.6.2 We have short operating history with operation of single medical centre

We currently operate our business at a single medical centre, which commenced operations in 2017. Due to the short operating history, our medical centre may not be well known to the general public as compared to other medical centres and hospitals which have longer operating history.

Further, in the event of any natural disaster, political instability, extended outages of critical utilities, terrorist attack or other event beyond our control that limits the operation of our medical centre, we may need to incur substantial additional expenses to repair and replace the damaged facilities or even evacuate the current premises and relocate our medical centre to an alternative location. Any interruption in, or prolonged suspension of any part of our operations at, or any damage to or destruction of, any of our medical equipment and facilities arising from any adverse events may prevent us from providing healthcare services, which in turn may adversely affect its business and operations. Under this situation, as with all other medical centres and hospitals, we will need to transfer our patients to other medical centres or public hospitals.

3.6.3 Our business is subject to and is reliant on approvals, licenses, permits or certificates issued by the relevant Malaysian authorities

We are bound by the federal, state and local laws and rules and regulations set by the relevant Malaysian authorities, such as the MOH. Our operation is reliant on certain regulatory approvals, licenses, permits or certificates granted by the relevant authorities to us and registration with MOH which our consultants, nursing staff and the relevant clinical support staff are required to maintain to provide and render their services in our medical centre. The validity of some of these approvals, licenses, permits or certificates are subject to periodical renewal and compliance with the relevant requirements and regulations imposed by the relevant authorities. In the event we are unable to comply with the terms and conditions imposed by the relevant authorities, the approvals, licenses, permits or certificates may be revoked, suspended or not renewed which could have a material adverse effect on our business (e.g. suspension or cessation of our operation), financial condition and prospects, and penalties, fines, potential criminal prosecution being imposed/initiated against us and/or our Directors. Please refer to **Section 6.7** of this Prospectus for further details on the major approvals and licences. Further details on the certificate that has expired and is pending approval from the relevant authority is as set out in **Section 9.1.3** of this Prospectus.

3.7 DIRECTORS AND KEY SENIOR MANAGEMENT

Our Directors and Key Senior Management are as follows:

Name	Designation
Directors:	
Dato' Dr Tan Huck Joo	Executive Chairman and Medical Director
Emeritus Professor Dato' Dr Goh Khean Lee	Executive Director, Head of Medical Advisory Board & Head of Department, Endoscopy
Dr Mohamed Akhtar Bin Mohamed Ditali Qureshi	Executive Director, Head of Department, Operating Theatre and Central Sterile Supply Department

3. PROSPECTUS SUMMARY (Cont'd)

Name	Designation
Kua Choo Kai	Independent Non-Executive Director
Dr Chong Su-Lin	Independent Non-Executive Director
Dr Azrina Binti Abu Bakar	Independent Non-Executive Director
Key Senior Management:	
Dr Ramesh A/L K Gurunathan	Head of Department, Inpatient
Dr Ong Siew Kuen	Head of Department, Medicine
Dr Mustafa Mohammed Taher	Head of Department, Outpatient
Yap Soh Kim	Chief Executive Officer
Cheah Wen Lih	Senior Finance Manager

Details of our Directors and Key Senior Management are set out in **Sections 5.2 and 5.3** of this Prospectus.

3.8 PROMOTERS AND SUBSTANTIAL SHAREHOLDERS

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

Name	Nationality	Before our IPO				After our IPO			
		Direct		Indirect		Direct		Indirect	
		No. of Shares	(1)%	No. of Shares	(1)%	No. of Shares	(2)%	No. of Shares	(2)%
		'000		'000		'000		'000	
Promoters and Substantial Shareholders:									
Dato' Dr Tan Huck Joo	Malaysian	134,729	22.45	-	-	(3)136,529	16.67	-	-
Emeritus Professor Dato' Dr Goh Khean Lee	Malaysian	58,383	9.73	-	-	(3)60,183	7.35	-	-
Dr Mohamed Akhtar Bin Mohamed Ditali Qureshi	Malaysian	55,627	9.27	-	-	(3)57,427	7.01	-	-
Anne Marie Loh Foong Han	Singaporean	80,295	13.38	-	-	80,295	9.81	-	-
Promoters:									
Dr Ramesh A/L K Gurunathan	Malaysian	37,986	6.33	-	-	(3)39,786	4.86	-	-
Dr Ong Siew Kuen	Malaysian	26,095	4.35	-	-	(3)27,895	3.41	-	-

Notes:

- (1) Based on the issued share capital of 600,000,000 before our IPO.
(2) Based on the enlarged issued share capital of 818,800,000 after our IPO.
(3) Assuming he/she will fully subscribe for his/her respective allocations under the Pink Form Allocations and assuming he/she does not apply for any excess IPO Shares.

Details of our Promoters and Substantial Shareholders are set out in **Section 5** of this Prospectus.

3.9 UTILISATION OF PROCEEDS

The total estimated gross proceeds to be raised by our Company from the IPO of RM72.20 million (assuming the Institutional Price and the Final Retail Price is equivalent to the Retail Price) shall be utilised in the following manner:

	RM'000	%	Estimated time frame for utilisation from listing date
Expansion of existing medical centre	13,000	18.00	Within 36 months
Establishing new medical centres	37,100	51.38	Within 36 months
Working capital	17,404	24.11	Within 24 months
Defraying the listing expenses	4,700	6.51	Within 1 month
Total	72,204	100.00	

There is no minimum subscription to be raised from our IPO. Detailed information on our utilisation of proceeds is set out in **Section 4.7** of this Prospectus.

3. PROSPECTUS SUMMARY (Cont'd)**3.10 FINANCIAL AND OPERATIONAL HIGHLIGHTS****3.10.1 Historical combined and consolidated financial statements**

The following table sets out the financial highlights based on our historical audited combined financial statements for the FYE 2018 to FYE 2020 and consolidated financial statements for the FYE 2021 and 4-month FPE 31 October 2021:

	<-----Audited----->				Unaudited	Audited
	(1)FYE 2018	FYE 2019	FYE 2020	FYE 2021	4-month FPE 31 October	2021
	RM'000	RM'000	RM'000	RM'000	2020	2021
Revenue	11,679	28,183	39,180	63,470	20,729	20,524
GP	5,006	12,832	17,515	26,679	8,788	8,149
(LBT)/PBT	(4,140)	1,476	5,534	13,469	4,835	3,406
(LAT)/PAT	(4,140)	1,476	3,952	10,005	3,539	2,203
EBITDA	1,501	7,726	11,784	19,490	6,873	5,338
EBITDA margin (%) ⁽²⁾	12.9	27.4	30.1	30.7	33.2	26.0
GP margin (%) ⁽³⁾	42.9	45.5	44.7	42.0	42.4	39.7
PBT margin (%) ⁽⁴⁾	N/A	5.2	14.1	21.2	23.3	16.6
PAT margin (%) ⁽⁵⁾	N/A	5.2	10.1	15.8	17.1	10.7
Basic and diluted (LPS)/EPS (sen) ⁽⁶⁾	(0.69)	0.25	0.66	1.67	0.59	0.37

Notes:

N/A Not applicable.

(1) Our Group commenced operations in October 2017.

(2) EBITDA margin is computed based on the EBITDA over revenue.

(3) GP margin is computed based on the GP over revenue.

(4) PBT margin is computed based on the PBT over revenue.

(5) PAT margin is computed based on the PAT over revenue.

(6) The basic and diluted EPS is calculated based on PAT attributable to owners of our Company divided by our number of issued Shares of 600,000,000 after the completion of Acquisition but prior to our IPO.

3.10.2 Net current (liabilities)/assets and gearing ratios

Our net current (liabilities)/assets and gearing ratios for the Period Under Review are as follows:

	Audited as at 30 June				Audited as at
	2018	2019	2020	2021	31 October 2021
	RM'000	RM'000	RM'000	RM'000	RM'000
Net current (liabilities) / assets (RM'000)	(6,302)	(5,794)	(2,516)	1,703	4,913
Gearing ratio (times) ⁽¹⁾	8.37	5.75	2.95	1.75	1.43
Gearing ratio (times) ⁽²⁾	2.87	1.74	0.61	0.15	0.06

Notes:

(1) Calculated based on our total borrowings (including lease liabilities recognised under MFRS 16) divided by our shareholders' equity as at the end of the respective financial years / period.

(2) Calculated based on our total borrowings (excluding lease liabilities recognised under MFRS 16) divided by our shareholders' equity as at the end of the respective financial years / period, which shows the debt level of our Group attributable to our bank borrowings only.

As at 30 June 2018, 2019 and 2020, we recorded net current liabilities mainly due to the use of cash generated from operations, bank borrowings and shareholders' advances to fund our capital expenditures. These capital expenditures were mainly renovation of our existing medical centre and purchase of medical equipment.

Notwithstanding our net current liabilities position and high gearing ratio in FYE 2018, FYE 2019 and FYE 2020, we are able to generate sufficient positive cash flows from operating activities to be used to pay the ongoing liabilities and borrowings as and when they fall due, as shown in

3. PROSPECTUS SUMMARY (Cont'd)

Section 12.4.2 of this Prospectus. Further to that, our cash and bank balances increased from RM0.94 million in FYE 2018 to RM1.32 million in FYE 2019 and to RM5.71 million in FYE 2020.

Our net current liabilities position subsequently improved to a net current assets position of RM1.70 million as at 30 June 2021 and RM4.91 million as at 31 October 2021. Our aggregate cash and bank balances and deposits with financial institution also increased to RM6.40 million as at 30 June 2021 and RM9.62 million as at 31 October 2021.

In addition, we do not expect to face any liquidity risk after taking into consideration our upcoming major capital expenditure for the expansion of our existing medical centre and the establishment of new medical centres as set out in **Section 7.11** of this Prospectus as we have earmarked the proceeds to be raised from our IPO to fund the capital expenditure.

Further details on the financial information are set out in **Sections 12.1 and 13** of this Prospectus. There were no exceptional or extraordinary items during the Period Under Review. Our audited financial statements for the Period Under Review were not subject to any audit qualifications.

3.10.3 Subsequent development from 1 September 2021

Prior to 1 September 2021, all our consultants provided services as contracted consultants on a non-exclusive basis to our medical centre and we had no employee consultants. Dato' Dr Tan Huck Joo, Emeritus Professor Dato' Dr Goh Khean Lee, Dr Mohamed Akhtar Bin Mohamed Ditali Qureshi, Dr Ramesh A/L K Gurunathan, Dr Ong Siew Kuen and Dr Mustafa Mohamed Taher (who were our resident consultants prior to 1 September 2021) have entered into employment agreements and deeds of assignment with our Group pursuant to which they are our employee consultants with effect from 1 September 2021.

Prior to 1 September 2021, the employee consultants were contracted by our Group as consultants pursuant to various agreements. During the Period Under Review and prior to 1 September 2021:

- (a) the employee consultants contributed 20% of income earned by them at other medical centres as administrative fees; and
- (b) we paid the employee consultants 80% of the consultation and treatment fees we billed our patients.

With the execution of the employment agreements and deeds of assignment, our arrangement with the employee consultants will vary with effect from 1 September 2021 as follows:

- (a) all the income earned by our employee consultants at other medical centres will be assigned to our Group and an amount out of the said income will be paid to the respective employee consultants. Our Group retains 20% and pays our employee consultants 80% of the income earned by them in other medical centres; and
- (b) we pay the employee consultants a remuneration, comprising a fixed monthly salary and performance-based bonus. We pay performance-based bonus to the employee consultants such that their monthly remuneration (comprising the monthly salary and performance-based bonus) is 80% of the consultation and treatment fees we bill our patients.

Notwithstanding the variation in our arrangement with the six (6) employee consultants, the compensation of these employee consultants under the employment agreements is effectively the same as that under the previous agreements. We do not expect any material impact on the financial performance of our Group as a result of the variation in our arrangement with our employee consultants. Please refer to **Section 11.1.3** and **Section 12.3.2(vi)** of this Prospectus for further details of the arrangement with our employee consultants.

3.11 DIVIDEND POLICY

We target a payout ratio of at least 25% from our consolidated net profit attributable to the owners of our Company, excluding exceptional items, for each financial year, after taking into account our financial performance, cash flow requirements and capital expenditure plans. The declaration and payment of any dividend is subject to confirmation of our Board. During the Period Under Review, our subsidiary, Cengild, paid dividend of RM7.28 million for FYE 2021. For further details, please refer to **Section 12.8** of this Prospectus.

4. DETAILS OF OUR IPO

4.1 INDICATIVE TIMETABLE

Events	Tentative Dates
Opening of the Institutional Offering	30 March 2022
Issuance of the Prospectus / Opening of the Retail Offering	10.00 a.m., 30 March 2022
Closing of the Retail Offering	5.00 p.m., 5 April 2022
Closing of the Institutional Offering	5 April 2022
Price Determination Date	6 April 2022
Balloting of applications for our IPO Shares under the Retail Offering	8 April 2022
Allotment of our IPO Shares to successful applicants	15 April 2022
Listing	18 April 2022

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

4.2 DETAILS OF OUR IPO

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 as set out in **Section 4.2.3** of this Prospectus. Our IPO consists of the Institutional Offering and the Retail Offering for a total of 218,800,000 IPO Shares, representing up to 26.72% of our enlarged issued share capital.

4.2.1 Institutional Offering

The Institutional Offering involves the offering of 162,860,000 IPO Shares, representing approximately 19.89% of our enlarged issued share capital, subject to the clawback and reallocation provisions as set out in **Section 4.2.3** of this Prospectus, at the Institutional Price to institutional and selected investors.

4.2.2 Retail Offering

The Retail Offering involves the offering of 55,940,000 IPO Shares, representing 6.83% of our enlarged issued share capital, subject to the clawback and reallocation provisions as set out in **Section 4.2.3** of this Prospectus, at the Retail Price in the following manner:

(i) Allocation via balloting to the Malaysian Public

40,940,000 IPO Shares, representing approximately 5.00% of our enlarged issued share capital, will be made available for application by the Malaysian Public investors through a balloting process, of which 20,470,000 IPO Shares representing 50.00% shall be set aside for Bumiputera investors including individuals, companies, societies, co-operatives and institutions.

(ii) Allocation to the eligible Directors, Key Senior Management, employees and persons who have contributed to the success of our Group

15,000,000 IPO Shares, representing approximately 1.83% of our enlarged issued share capital, will be reserved for application by our eligible Directors, Key Senior Management, employees and persons who have contributed to the success of our Group under the Pink Form Allocations.

4. DETAILS OF OUR IPO (Cont'd)

Under the Pink Form Allocations, a total of 63 persons are eligible for the allocation of 15,000,000 IPO Shares, comprising the following:

Category	No. of persons	Aggregate number of IPO Shares allocated
Eligible Directors of our Company	6	6,000,000
Eligible Key Senior Management	5	5,775,000
Eligible employees of our Group	47	1,225,000
Persons who have contributed to the success of our Group	5	2,000,000
Total	63	15,000,000

Allocation to eligible Directors of our Company

The criteria for allocation to our eligible Directors are based on, amongst others, length of their service, seniority and their respective job responsibilities.

The number of IPO Shares to be allocated to our eligible Directors is as follows:

Name	Designation	Number of IPO Shares allocated
Dato' Dr Tan Huck Joo	Executive Chairman	1,800,000
Emeritus Professor Dato' Dr Goh Khean Lee	Executive Director	1,800,000
Dr Mohamed Akhtar Bin Mohamed Ditali Qureshi	Executive Director	1,800,000
Kua Choo Kai	Independent Non-Executive Director	200,000
Dr Chong Su-Lin	Independent Non-Executive Director	200,000
Dr Azrina Binti Abu Bakar	Independent Non-Executive Director	200,000
Total		6,000,000

Allocation to eligible Key Senior Management

The criteria for allocation to our Key Senior Management are based on, amongst others, the length of their service, seniority and their respective job responsibilities.

The number of IPO Shares to be allocated to our Key Senior Management is as follows:

Name	Designation	Number of IPO Shares allocated
Dr Mustafa Mohammed Taher	Head of Department, Outpatient	1,800,000
Dr Ramesh A/L K Gurunathan	Head of Department, Inpatient	1,800,000
Dr Ong Siew Kuen	Head of Department, Medicine	1,800,000
Yap Soh Kim	Chief Executive Officer	250,000
Cheah Wen Lih	Senior Finance Manager	125,000
Total		5,775,000

4. DETAILS OF OUR IPO (Cont'd)**Allocation to eligible employees of our Group**

The criteria for allocation to our eligible employees (as approved by our Board) are based on, inter-alia, the following factors:

- (i) our employees must be a confirmed employee and on the payroll of our Group;
- (ii) the number of Shares allocated to our eligible employees are based on their seniority, position, length of service and/or respective contribution to our Group as well as other factors deemed relevant by our Board; and
- (iii) at least 18 years of age.

Allocation to persons who have contributed to the success of our Group

The number of IPO Shares to be allocated to the persons who have contributed to the success of our Group is as follows:

Name	Relationship with our Group	Number of IPO Shares allocated
Dr Lai Kwong Choy	Visiting medical officer and shareholder	400,000
Dr Lim Kin Foong	Visiting consultant and shareholder	400,000
Dr Kuok Su Sim	Resident consultant and shareholder	400,000
Dr Wong Phooi Kheong	Resident consultant and shareholder	400,000
Dr Subhashini A/P Jahanath	Resident consultant and shareholder	400,000
Total		<u>2,000,000</u>

The criteria for allocation to persons who have contributed to the success of our Group are based on, amongst others, the length of their relationship with us and the level of contribution and support to our Group.

As at the LPD, save as disclosed in **Section 4.6** of this Prospectus:

- (a) there are no Substantial Shareholders, Directors or Key Senior Management of our Company who have indicated to us that they intend to subscribe for our IPO Shares save for the IPO Shares made available for application under the Pink Form Allocations; and
- (b) there are no persons who have indicated that they intend to subscribe for more than 5.0% of our IPO Shares.

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4. DETAILS OF OUR IPO (Cont'd)

In summary, subject to the clawback and reallocation provisions as set out in **Section 4.2.3** of this Prospectus, the IPO Shares will be allocated in the following manner:

Category	No. of IPO Shares '000	% of the enlarged issued share capital %
Institutional Offering:		
▪ Institutional and selected investors	162,860	19.89
Retail Offering:		
▪ Eligible Directors	6,000	0.73
▪ Eligible Key Senior Management	5,775	0.71
▪ Eligible employees	1,225	0.15
▪ Persons who have contributed to the success of our Group	2,000	0.24
▪ Malaysian Public (via balloting):		
- Bumiputera	20,470	2.50
- Non-Bumiputera	20,470	2.50
	55,940	6.83
Total	218,800	26.72

The completion of the Institutional Offering and the Retail Offering are inter-conditional. Our IPO is also subject to the public shareholding spread requirement under the Listing Requirements as set out in **Section 4.2.5** of this Prospectus.

4.2.3 Clawback and reallocation

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

- (a) If any of the IPO Shares allocated to the eligible Directors, eligible key senior management, eligible employees and persons who have contributed to the success of the Group are undersubscribed, such IPO Shares may be allocated to the institutional and selected investors under the Institutional Offering or the Malaysian Public or a combination of both at the discretion of the Board and the Sole Bookrunner;
- (b) if any of the IPO Shares allocated for the Malaysian Public under the Retail Offering are not fully subscribed, and if there is a corresponding over-subscription under the Institutional Offering, these IPO Shares will be clawed back from the Retail Offering and allocated to the Institutional Offering;
- (c) if there is an over-subscription under the Retail Offering, and if there is a corresponding under-subscription in the Institutional Offering, these IPO Shares may be clawed back from the Institutional Offering and allocated to the Retail Offering;
- (d) if any of the IPO Shares allocated for the eligible Directors, eligible key senior management and persons who have contributed to the success of the Group under the Pink Form Allocations are not fully subscribed, these IPO Shares will be made available for application by other eligible Directors, eligible Key Senior Management and persons who have contributed to the success of the Group who have applied for excess IPO Shares on top of their pre-determined allocation and will be allocated on a fair and equitable basis in the following priority:
 - (i) firstly, allocation on a pro-rata basis to our other eligible Directors, eligible Key Senior Management of our Group who have applied for excess IPO Shares based on the number of excess IPO Shares applied for;

4. DETAILS OF OUR IPO (Cont'd)

- (ii) secondly, allocation of any balance of IPO Shares after (i) above on a pro-rata basis to persons who have contributed to the success of our Group who have applied for excess IPO Shares based on the number of excess IPO Shares applied for; and
- (iii) thirdly, to minimize odd lots.
- (e) if any of the IPO Shares allocated for the eligible employees under the Pink Form Allocations are not fully subscribed, these IPO Shares will be made available for application by other eligible employees of the Group who have applied for excess IPO Shares on top of their pre-determined allocation and will be allocated on a fair and equitable basis in the following priority:
 - (i) firstly, allocation on a pro-rata basis to the other eligible employees of the Group who have applied for excess IPO Shares based on the number of excess IPO Shares applied for; and
 - (ii) secondly, to minimize odd lots.

Our Board reserves the right to allocate excess IPO Shares applied 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 (d)(i) to (d)(iii) above and (e)(i) to (e)(ii) above is achieved. Our Board also reserves the right to accept or reject any excess IPO Shares application, in full or in part without assigning any reason.

Once completed, the steps involving items (d)(i) to (d)(iii) above and (e)(i) to (e)(ii) above will not be repeated. Should there be any under-subscription by the other eligible Directors, eligible Key Senior Management, eligible employees and persons who have contributed to the success of our Group (after reallocation of the excess IPO Shares to the other eligible Directors, eligible Key Senior Management, eligible employees and persons who have contributed to the success of our Group as per (d) and (e)), such IPO Shares will be made available for clawback and reallocation as described in (a) above. Any IPO Shares under the Retail Offering not applied for after being subject to the clawback and reallocation provisions above will be underwritten by the Sole Underwriter based on the terms of the Underwriting Agreement.

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

4.2.4 LTIP

In conjunction with the Listing, we established a LTIP of up to 10% of the issued and paid up share capital of our Company, comprising ESOS and ESGS, to be granted to the Eligible Persons of our Group.

The ESOS and ESGS will be administered by the LTIP Committee and will be governed by the By-Laws. The members of the LTIP Committee will comprise solely our Independent Non-Executive Directors as follows:

- (a) Kua Choo Kai;
- (b) Dr Chong Su-Lin; and
- (c) Dr Azrina Binti Abu Bakar.

4. DETAILS OF OUR IPO (Cont'd)

The salient features of the LTIP are as follows:

(i) Maximum number of new Cengild Medical Shares available under the LTIP

Not more than 10% of the total number of issued Shares of our Company (excluding treasury shares, if any) at any one time throughout the duration of the LTIP.

(ii) Maximum allowable allocation and basis of allocation

At the sole and absolute discretion of the LTIP Committee after taking into consideration, inter alia, the seniority, job grading, length of service and/or contribution to our Group by the Eligible Person(s) and/or other matters which the LTIP Committee may in its sole and absolute discretion deem fit, subject always to the following:

- (a) Eligible Person(s) do not participate in the deliberation or discussion of their own allocation and the allocation to any person connected with them;
- (b) the number of Shares allocated to any Eligible Person(s) who, either singly or collectively through persons connected with the Eligible Person(s), holds 20% or more in the total number of issued Shares (excluding treasury shares) of our Company, shall not exceed 10% of the total number of Cengild Medical Share(s) to be issued under the ESOS and ESGS to the Eligible Person(s) to be implemented from time to time; and
- (c) not more than 97.50% of the new Cengild Medical Share(s) available under the ESOS and ESGS shall be allocated in aggregate to the executive directors and Key Senior Management.

The maximum allocation of 97.50% to the executive directors and Key Senior Management was determined on the basis that the employee consultants are the main revenue generators for our Group and their contributions are pivotal to the long term growth and profitability of our Group. The high allocation of ESOS and ESGS is to retain and incentivise them, and to attract new employee consultants who will further contribute to the revenue and profit of our Group.

(iii) Eligibility

Subject to the discretion of the LTIP Committee, any executive director or an executive of our Group shall be eligible to be considered for the offer of ESOS Option(s) under the ESOS and share grant under the ESGS, if the following eligibility criteria are fulfilled:

- (a) he/she has attained the age of at least 18 years and is not an undischarged bankrupt nor subject to any bankruptcy proceedings;
- (b) he/she is employed on full time basis and who has been confirmed in service; and/or;
- (c) is under such categories and criteria that the LTIP Committee may from time to time decide at its absolute discretion.

Our LTIP Committee may, at any time and from time to time, before and after an ESOS Option(s) or share grant is granted, have the sole and absolute discretion to:

- (a) limit the exercise of the ESOS Option(s) to a maximum number of new Cengild Medical Share(s) and/or such percentage of the total new Cengild Medical Share(s) comprised in the ESOS Option(s) during such periods within the option period;

4. DETAILS OF OUR IPO (Cont'd)

- (b) subject the exercise of the ESOS Option(s) and/or share grant to any vesting condition determined by the LTIP Committee at its sole and absolute discretion including but not limited to performance targets being achieved before an ESOS Option(s) and/or share grant can be exercised;
- (c) impose any other terms and conditions (including the time period to exercise the ESOS Option(s) or share grant) as the LTIP committee may, in its sole discretion deem appropriate including amending or varying any terms and conditions imposed earlier; and/or
- (d) stagger the allocation of ESOS Option(s) and/or share grant available over the duration of the LTIP and to determine the vesting period (if any) for the ESOS Option(s) and/or share grant granted under the LTIP.

(iv) Subscription price

The subscription price of each Share(s) comprised in any ESOS Option(s) shall be:

- (a) in respect of any ESOS Option(s) granted in conjunction with the IPO of the Company, be the Final Retail Price; or
- (b) in respect of any ESOS Option(s) granted after the IPO of the Company, at the discretion of the LTIP Committee, be based on a discount of not more than 10% or such higher limit as may be permitted from time to time by Bursa Securities or any other relevant authorities to 5-day volume weighted average market price of our Shares transacted on Bursa Securities immediately preceding the offer date.

(v) Duration of the LTIP

The LTIP shall be in force for a period of five (5) years commencing from the effective date upon full compliance with the Listing Requirements and may be extended by our Board at its absolute discretion, without having to obtain the approval of our shareholders, for up to another five (5) years immediately from the expiry of the first five (5) years, and shall not in aggregate exceed 10 years from the effective date of implementation of the LTIP, being the date of full compliance with all relevant provisions of the Listing Requirements in relation to the LTIP.

(vi) Rights of grantee(s)

The ESOS Option(s) shall not carry any rights to vote at any general meeting of our Company. The grantee(s) shall not in any event be entitled to any dividends, rights or other entitlements on his/her unexercised ESOS Option(s).

(vii) Listing of and quotation for the new Cengild Medical Share(s) to be issued arising from the exercise of the LTIP

The new Cengild Medical Share(s) to be issued pursuant to the LTIP will be listed and quoted on the ACE Market of Bursa Securities.

4. DETAILS OF OUR IPO (Cont'd)

The specific allocation of the ESOS Options to Eligible Persons in conjunction with the Listing is as follows:

Name	Designation	No. of ESOS Options allocated
Dato' Dr Tan Huck Joo	Executive Chairman, Medical Director	6,224,400
Emeritus Professor Dato' Dr Goh Khean Lee	Executive Director, Head of Medical Advisory Board & Head of Department, Endoscopy	2,889,900
Dr Mohamed Akhtar Bin Mohamed Ditali Qureshi	Executive Director, Head of Department, Operating Theatre and Central Sterile Supply Department	2,445,300
Dr Ramesh A/L K Gurunathan	Head of Department, Inpatient	1,778,400
Dr Ong Siew Kuen	Head of Department, Medicine	1,556,100
Dr Mustafa Mohammed Taher	Head of Department, Outpatient	7,335,900
Yap Soh Kim	Chief Executive Officer	385,000
Cheah Wen Lih	Senior Finance Manager	200,000
Other employees	-	585,000
Total		23,400,000

The exercise price for the above ESOS Options shall be the Final Retail Price. The above ESOS Options to be granted shall vest over four (4) tranches, commencing from the first anniversary of the date of the Listing as follows:

First anniversary of the date of the Listing	10%
Second anniversary of the date of the Listing	10%
Third anniversary of the date of the Listing	40%
Fourth anniversary of the date of the Listing	40%

Any further offer, allocation or allotment under the LTIP to any of the executive directors, chief executive of our Group, and persons connected with them (if any), shall require the prior approval of our shareholders in a general meeting.

The grant of the ESOS Options in conjunction with the Listing will not have an immediate effect on the consolidated NA and NA per Share of our Group until such time new Shares are issued when the ESOS Options are exercised.

Further details of the LTIP are set out in the By-Laws in **Appendix A** of this Prospectus.

4.2.5 Minimum subscription

There is no minimum subscription to be raised from our IPO. However, in order to comply with the public spread requirements of Bursa Securities, the minimum subscription in terms of the number of Shares will be the number of Shares required to be held by public shareholders to comply with the public 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% of our Shares held by at least 200 public shareholders, each holding not less than 100 Shares at the point of our Listing.

If the above requirement is not met pursuant to our IPO we may not be able to proceed with our Listing. Please refer to **Section 9.3.2** of this Prospectus for more details in the event there is a delay in or termination of our Listing.

4. DETAILS OF OUR IPO (Cont'd)

4.2.6 Listing

The IPO Shares will increase our issued share capital from RM12,240,000.98 comprising 600,000,000 Shares to RM84,444,000.98 comprising 818,800,000 Shares which will be listed on the ACE Market of Bursa Securities.

4.3 SHARE CAPITAL, CLASSES OF SHARES AND RANKINGS

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

Details	No. of Shares	RM
Issued share capital as at the date of this Prospectus	600,000,000	12,240,000.98
New Shares to be issued pursuant to our IPO	218,800,000	72,204,000.00
Enlarged issued share capital upon Listing	818,800,000	84,444,000.98
Retail Price	-	0.33

As at the date of this Prospectus and upon completion of our IPO, we have only one (1) class of shares, being ordinary shares in our Company, all of which rank equally amongst one another.

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

Subject to any special rights attaching to any Shares which may be issued by us in the future, our shareholders shall, in proportion to the amount paid-up on the Shares held by them, be entitled to share the profits paid out by us as dividends and other distributions. Similarly, if our Company is liquidated, our shareholders shall 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 any general meeting of our Company, each of our shareholders shall be entitled to vote in person, by proxy or by duly authorised representative. A proxy may but need not be a member of our Company and there shall be no restriction as to the qualification of the proxy. Every shareholder present in person, by proxy or by duly authorised representative shall have one (1) vote for each ordinary share held.

4.4 OBJECTIVES OF OUR IPO

The objectives of our IPO are as follows:

- (i) to enable our Group to raise funds for the purposes specified in **Section 4.7** of this Prospectus;
- (ii) to gain recognition through our listing status which will enhance our Group's reputation in the marketing of our services, retention of our employees, expansion of our patient base, and to attract new employees in the private healthcare industry;
- (iii) to provide an opportunity for the Malaysian Public, our eligible Directors, eligible employees and persons who have contributed to the success of our Group to participate in our continuing growth by way of equity participation; and
- (iv) to enable us to tap into the equity capital market for future fund raising and to provide us the financial flexibility to pursue future growth opportunities as and when they arise.

4. DETAILS OF OUR IPO (Cont'd)**4.5 BASIS OF ARRIVING AT THE PRICE OF OUR IPO SHARES AND REFUND MECHANISM****4.5.1 Retail Price**

Our Directors and our Promoters, together with HLIB, as our Principal Adviser, Sponsor, Sole Underwriter and Sole Bookrunner, have determined and agreed on our Retail Price of RM0.33 per IPO Share, after taking into consideration the following factors:

- (i) our competitive strengths and advantages as well as our future plans and strategies as set out in **Sections 7.10 and 7.11** of this Prospectus;
- (ii) the overview and prospects of our industry as set out in **Section 8** of this Prospectus;
- (iii) our operating history and financial performance as set out in **Sections 7.1 and 12.3** of this Prospectus. We recorded strong growth in revenue, EBITDA and net profit as well as high EBITDA margins based on our historical financial track record as summarised below:

	<----- Audited ----->			
	FYE 2018	FYE 2019	FYE 2020	FYE 2021
	RM'000	RM'000	RM'000	RM'000
Revenue	11,679	28,183	39,180	63,470
GP	5,006	12,832	17,515	26,679
EBITDA	1,501	7,726	11,784	19,490
(LAT)/PAT	(4,140)	1,476	3,952	10,005
EBITDA margin (%)	12.9	27.4	30.1	30.7

- (iv) the PE Multiple of 27.01 times based on our EPS of RM0.01222 for the FYE 2021 calculated based on PAT for the FYE 2021 of RM10.00 million and our enlarged issued share capital of 818,800,000 Shares upon Listing; and
- (v) prevailing market conditions which include among others, market performance (such as the trading PE Multiple) of companies involved in healthcare service business which are listed on Bursa Securities, current market trends and investors' sentiments.

For illustrative purpose only, the PE Multiple of companies involved in healthcare service business which are listed on Bursa Securities are as follows:

Name of companies	Principal activities	(1)Market capitalisation	(1)(2)PE Multiple
		RM'million	times
IHH Healthcare Berhad	Provision of integrated healthcare services from clinics to hospitals to highly specialised care and a wide range of acute medical services in Malaysia, Singapore, Turkey, India and China.	57,794	32.57
KPJ Healthcare Berhad	Operation of specialist hospitals.	4,669	(3)91.48
TMC Life Sciences Berhad	Provision of multi-disciplinary tertiary care services, fertility services, healthcare services, pharmacy services and products.	1,002	49.45
Optimax Holdings Berhad	Provision of eye specialist services and related products and services.	335	25.75

(Source: Respective companies' filings)

4. DETAILS OF OUR IPO (Cont'd)

Notes:

- (1) As at the LPD.
- (2) Based on the latest announced 12-month profit after tax attributable to the ordinary shareholders.
- (3) Not meaningful for comparison since the PE Multiple of KPJ Healthcare Berhad of 91.48 times is deemed an outlier due to extreme standard deviation from the mean.

We wish to highlight that there are no companies listed on Bursa Securities which are identical to our Company in terms of, amongst others, composition of business activities, geographical markets, scale of business operations, risk profile, track record, future prospects and competitive environment. The above companies are selected as they are involved in healthcare service business and any comparison made with these companies is merely to provide an indication of current market trends and 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 Institutional Price; or
- (ii) the Retail Price

In the event that 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. See **Section 4.5.3** of this Prospectus for details of the refund mechanism.

The Institutional Price and Final Retail Price will be announced within two (2) Market Days from the Price Determination Date via Bursa Listing Information Network. In addition, all successful applicants will be given written notice of the Institutional Price and Final Retail Price, together with the notices of allotment for our IPO Shares.

4.5.2 Institutional Price

The Institutional Price will be determined by a bookbuilding process where the prospective institutional and selected investors will be invited to bid for the portion of the Institutional Offering by specifying the number of IPO Shares that they would prepare to acquire and the price that they would prepare to pay for our IPO Shares in respect of the Institutional Offering. This bookbuilding process will commence on 30 March 2022 and will end on 5 April 2022, or such other date or dates as our Board, Principal Adviser and Sole Bookrunner in their absolute discretion may decide. Upon the completion of the bookbuilding process, the Institutional Price will be fixed by our Board in consultation with the Sole Bookrunner on the Price Determination Date.

4.5.3 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:

- (ii) 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
- (iii) 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 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, please refer to **Section 16.9** of this Prospectus.

4. DETAILS OF OUR IPO (Cont'd)

4.5.4 Expected market capitalisation

Based on the Retail Price, the total market capitalisation of our Company upon Listing would be RM270.20 million.

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

4.6 DILUTION

Dilution is the amount by which our pro forma consolidated NA per Share after our IPO is less than the price paid by the retail, institutional and selected investors for our IPO Shares. Our pro forma consolidated NA per Share as at 31 October 2021 of RM0.03, based on the total number of issued shares of 600,000,000 Shares after the Acquisition but before the IPO.

After taking into account our enlarged issued share capital from the issuance of the 218,800,000 IPO Shares and after adjusting for the expenses relating to our IPO, our pro forma NA per Share as at 31 October 2021 would be RM0.10. This represents an immediate increase in NA per share of RM0.07 to our existing shareholders and an immediate dilution in the NA per Share of RM0.23 (representing 69.7%) of the Institutional Price and the Retail Price (assuming the Institutional Price and the Final Retail Price will equal the Retail Price), to the institutional, retail and selected investors.

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

	RM
Institutional Price and the Final Retail Price	0.33
Pro forma consolidated NA per Share as at 31 October 2021 after the Acquisition but before the IPO	0.03
Pro forma consolidated NA per Share as at 31 October 2021 after the Acquisition, IPO and utilisation of proceeds	0.10
Increase in pro forma consolidated NA per Share attributable to our existing shareholders	0.07
Dilution in pro forma consolidated NA per Share to institutional / retail and selected investors	0.23
Dilution in pro forma consolidated NA per Share to institutional / retail and selected investors as a percentage of Institutional Price and the Final Retail Price	69.7%

Further details of our pro forma consolidated NA per Share as at 31 October 2021 is set out in **Section 14** of this Prospectus.

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4. DETAILS OF OUR IPO (Cont'd)

The following table summarises the total number of Shares acquired and the average effective cash contribution per Share paid by our Promoters, Directors, Key Senior Management, Substantial Shareholders and persons connected with them as at the date of this Prospectus or which they have the right to acquire:

Name	No. of Shares held before IPO	(2)Pink Form Allocation	No. of Shares held after IPO	Total cash contribution	Average effective cash contribution per Share	
					RM	RM
<u>Promoters, Directors, Substantial Shareholders</u>						
Dato' Dr Tan Huck Joo	134,728,570	1,800,000	136,528,570	2,513,126	0.018	0.33
Emeritus Professor Dato' Dr Goh K'hean Lee	58,383,121	1,800,000	60,183,121	1,020,363	0.017	0.33
Dr Mohamed Akhtar Bin Mohamed Ditali Qureshi	55,627,438	1,800,000	57,427,438	877,825	0.015	0.33
<u>Promoter and Substantial Shareholder</u>						
Anne Marie Loh Foong Han	80,294,704	-	80,294,704	659,820	0.008	0.33
<u>Promoters and Key Senior Management</u>						
Dr Ramesh A/L K Gurunathan	37,985,556	1,800,000	39,785,556	784,300	0.020	0.33
Dr Ong Siew Kuen	26,095,253	1,800,000	27,895,253	715,275	0.026	0.33
<u>Key Senior Management</u>						
Dr Mustafa Mohammed Taher	(1)36,190,567	1,800,000	(1)37,990,567	1,864,450	0.049	0.33
Yap Soh Kim	1,546,402	250,000	1,796,402	162,488	0.090	0.33
Cheah Wen Lih	387,144	125,000	512,144	61,275	0.120	0.33
<u>Persons connected with Promoters and/or Directors and Substantial shareholder</u>						
Kang Hoo Chong ⁽³⁾	2,657,810	-	2,657,810	137,475	0.052	0.33
Tan Soon Wah ⁽⁴⁾	18,604,667	-	18,604,667	121,163	0.007	0.33

4. DETAILS OF OUR IPO (Cont'd)

Notes:

- (1) Deemed interested in 36,190,567 Shares by virtue of his interest in Medic Quest pursuant to Section 8(4) of the Act.
- (2) Assuming he/she will fully subscribe for his/her respective allocations under the Pink Form Allocations at the Retail Price and assuming he/she does not apply for any excess IPO Shares.
- (3) Person connected to Dr Ong Siew Kuen, our Promoter and Key Senior Management, by virtue of being the spouse to Dr Ong Siew Kuen.
- (4) Person connected to Dato' Dr Tan Huck Joo, our Promoter, Directors, Substantial Shareholder and Key Senior Management, by virtue of being the brother to Dato' Dr Tan Huck Joo.

Save as disclosed above, there has been no acquisition or subscription of any of our Shares by our Promoters, Directors, Key Senior Management, Substantial Shareholders and/or persons connected to them which grants them the right to acquire any of our existing Shares, in the past three (3) years up to LPD.

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4. DETAILS OF OUR IPO (Cont'd)**4.7 UTILISATION OF PROCEEDS**

Based on the Retail Price of RM0.33 per IPO Share, the estimated gross proceeds arising from our IPO of RM72.20 million (assuming the Institutional Price and the Final Retail Price is equivalent to the Retail Price) will accrue entirely to us and we intend to utilise in the following manner:

Utilisation of proceeds	Note	RM'000	%	Estimated timeframe for utilisation upon Listing
Expansion of existing medical centre	(i)	13,000	18.00	Within 36 months
Establishing new medical centres	(ii)	37,100	51.38	Within 36 months
Working capital	(iii)	17,404	24.11	Within 24 months
Defraying the listing expenses	(iv)	4,700	6.51	Within 1 month
Total		72,204	100.00	

If we propose to change any of the utilisation of proceeds above that deviates by 5% or more from the total proceeds raised, we will make immediate announcement in compliance with Paragraph 9.19(33) of the Listing Requirements. If the propose change of the utilisation of proceeds is 25% or more of the total proceeds, we will issue a circular to shareholder and seek our shareholders' approval in compliance with Paragraph 8.24(1) of the Listing Requirements.

Notes:**(i) Expansion of existing medical centre**

We intend to expand our existing medical centre, which is currently operating from rented premises in Nexus @ Bangsar South, Kuala Lumpur, to meet the current and future demand for diagnosis and treatment of gastrointestinal and liver diseases, and obesity.

We have earmarked RM13.00 million or approximately 18.00% of the proceeds to expand and renovate our existing medical centre. The plan will involve the expansion of our existing medical centre by leasing additional space of approximately 12,000 to 15,000 sq ft at Nexus @ Bangsar South, Kuala Lumpur to cater to current and future demand for our medical services, especially endoscopic procedures to strengthen our position in the segment.

The details of utilisation for the expansion of our existing medical centre are as follows:

Details of utilisation	Description	Estimated amount RM'000	Estimated timeframe for utilisation upon Listing
Rental	Rental of extra space at our existing medical centre of approximately 12,000 to 15,000 sq ft. for a period of 12 months. As at the LPD, we have not entered into any tenancy agreement for the expansion of our existing medical centre. The amount allocated for the rental is estimated based on our current tenancy terms and the rental terms for the extra space under a new tenancy agreement to be entered with the landlord of Nexus @ Bangsar South, Kuala Lumpur have not been determined at this juncture. We expect to enter into the new tenancy agreement within 12 months from our Listing and the rental payments are expected to commence after the fit-out period during which the renovation is carried out. The payment of rental of this extra space beyond the initial 12-month period will be funded through our internally generated funds.	1,062	Within 36 months

4. DETAILS OF OUR IPO (Cont'd)

Details of utilisation	Description	Estimated amount	Estimated timeframe for utilisation upon Listing
		RM'000	
Renovation	Renovation to include amongst others, three (3) endoscopy rooms, registration and payment counter, recovery area, two (2) counselling rooms, an inpatient ward, nurse counter, waiting and patient preparation area. The amount allocated for the renovation is estimated based on preliminary quotation from contractor.	6,058	Within 24 months
Purchase of medical devices and equipment	Medical devices and equipment including three (3) endoscopy video imaging system and one (1) endoscopic ultrasound. The amount allocated for the purchase of these medical devices and equipment is estimated based on our previous purchases of similar medical devices and equipment.	4,837	Within 36 months
Beds and related furniture and fittings, electrical equipment and computing equipment	Inclusive of 20 units of inpatient beds, 15 units of day care beds for the recovery area and furniture and fittings (such as signages, medical furniture, electrical equipment and computing equipment and other related items). The amount allocated for these purchases is estimated based on our previous purchases of similar items.	1,043	Within 36 months
Total		13,000	

If the actual cost of the above planned utilisation exceeds the earmarked amount, the shortfall will be funded from the amount allocated for working capital and any further shortfall will be funded through internally generated funds and/or bank borrowings. Conversely, if the actual cost of the above planned utilisation is lower than earmarked amount, the surplus will be used for working capital purposes.

We envisage it will take up to 12 months from completion of the renovation for us to obtain MOH's approval / licence before the expanded area of our existing medical centre can be operational.

(ii) Establishing new medical centres

We intend to expand our medical centre by establishing two (2) new full-fledged medical centres specialising in gastrointestinal and liver diseases, and obesity in other major cities in Malaysia such as Johor Bahru, Penang or Ipoh.

We have earmarked RM37.10 million or approximately 51.38% of the proceeds for the establishment of two (2) new full-fledged medical centres in order to facilitate the provision of our medical services.

4. DETAILS OF OUR IPO (Cont'd)

The estimated cost to set up one (1) full-fledged medical centre is as follows:

Details of utilisation	Description	Estimated amount	Estimated timeframe for utilisation upon Listing
		RM'000	
Rental	Rental of premises of approximately 15,000 to 18,000 sq ft. for a period of 24 months. The location of the new full-fledged medical centres will be determined based on several criteria, which include, among others the population size and demographics of the location. The amount allocated for the rental is estimated based on the current tenancy terms for our existing medical centre. The payment of rental of the premises beyond the initial 24-month period will be funded through our internally generated funds.	2,390	Within 36 months
Renovation	The renovation include, amongst others, accident and emergency department, pharmacy dispensary and reception, waiting and patient preparation area, five (5) outpatient clinics, one (1) radiology room, two (2) endoscopy rooms, inpatient ward, one (1) operating theatre, CSSU, registration and payment counter, recovery area and nurse counter. The amount allocated for the renovation is estimated based on preliminary quotation from contractor.	7,500	Within 24 months
Purchase of medical devices and equipment	The medical devices and equipment include the purchase of one (1) endoscopy video imaging system and one (1) CT scanner. The amount allocated for the purchase of these medical devices and equipment is estimated based on our previous purchases of similar medical devices and equipment.	7,570	Within 36 months
Beds and related furniture and fittings, computer equipment & software, office equipment, and electrical equipment	Inclusive of 10 units of inpatient beds, 8 units of day care beds for the recovery area and furniture and fittings (such as signages, medical furniture, computing equipment & software, office equipment, electrical equipment and other related items. The amount allocated for these purchases is estimated based on our previous purchases of these similar items.	1,090	Within 36 months
Total		18,550	

If the actual cost of the above planned utilisation exceeds the earmarked amount, the shortfall will be funded from the amount allocated for working capital and any further shortfall will be funded through internally generated funds and/or bank borrowings. Conversely, if the actual cost of the above planned utilisation is lower than earmarked amount, the surplus will be used for working capital purposes.

We envisage it will take up to approximately 12 months from completion of the renovation of the respective medical centres for us to obtain MOH's approval / licence before each of the two (2) new full-fledged medical centres can be operational.

4. DETAILS OF OUR IPO (Cont'd)

Based on the above, the estimated cost to set up two (2) full-fledged medical centres is approximately RM37.10 million.

We operate an asset-light business model whereby we plan to rent or lease instead of purchase our business premises. This enables us to generate recurring cashflows allowing us to fund our future expansion plans and/or for dividend payments, and increases our return on equity. However, if the tenancy agreement for any of the medical centres is not renewed or is terminated, we will incur relocation costs, including renovation costs and cost to reinstate the rented premises to its original condition, to relocate the affected medical centre.

However, if the opportunity arises, we may use the gross proceeds arising from our IPO to acquire existing practices and/or clinics or establish strategic partnerships, or joint ventures with practices and/or clinics which are already operating in the selected locations. The choice of expanding via partnerships or acquisitions is to ensure a fast and effective market penetration given that the local companies which are operating practices and/or clinics are likely to have already established an existing presence and network in the selected location. Such expansion will add value to our existing business and bring greater economies of scale and growth in the future. Currently, we have not identified any acquisition targets, strategic partnerships or joint ventures.

(iii) Working capital

We have earmarked RM17.40 million or approximately 24.11% of the proceeds as working capital to support the expansion of our existing medical centre as well as into other major cities in Malaysia such as Johor Bahru, Penang or Ipoh. We intend to strengthen our medical team by attracting and recruiting consultants and surgeons in the areas of gastroenterology and hepatology. These new employee consultants and surgeons will be based either at our existing medical centre or at two (2) new full-fledged medical centres to be established in selected major cities as part of our expansion plan. The breakdown of the allocation is in the manner set out below:

Details of utilisation	Description	Estimated amount	Estimated timeframe for utilisation upon Listing
		RM'000	
Recruitment of 10 new employee consultants and surgeons	Recruitment of 10 new employee consultants and surgeons and provide them with guaranteed minimum income up to a period of 24 months, while they establish their patient base with our existing medical centre and two (2) new full-fledged medical centres in the major cities in Malaysia. Experienced and skilled consultants and surgeons would have established their patient base in their respective place of practice in other hospitals or medical centres. In order to attract and recruit them, we would need to offer attractive remuneration packages such as guaranteed minimum income. This arrangement is a normal practice in the private healthcare industry. These new employee consultants and surgeons will be paid fixed monthly salary and performance-based bonus. The guaranteed minimum income will entail fixed monthly salary for the new employee consultants and surgeons, and the performance-based bonus will not be part of the guaranteed minimum income.	12,000	Within 24 months

4. DETAILS OF OUR IPO (Cont'd)

Details of utilisation	Description	Estimated amount	Estimated timeframe for utilisation upon Listing
		RM'000	
Recruitment of nursing staff, clinical support and administrative staff	Recruitment of new staff which include: (i) approximately 120 nursing staff such as nurse managers and registered nurses; and (ii) approximately 70 clinical support and administrative staff such as clinic assistants, radiographers and CSSU technicians, executives to support IT, human resources, finance and business office, to support the expansion of our existing medical centre as well as the setting up of two (2) new full-fledged medical centres. The amount allocated for staff cost is estimated based on the salaries of our existing nursing staff, clinical support and administrative staff at our existing medical centre.	3,765	Within 24 months
General working capital	Purchase of medical supplies and consumables to support the operations of our Group.	1,639	Within 24 months
Total		17,404	

If the actual cost of the above planned utilisation exceeds the earmarked amount, the shortfall will be funded through internally generated funds and/or bank borrowings. Conversely, if the actual cost of the above planned utilisation is lower than earmarked amount, the surplus will be used for general working capital purposes.

(iv) Defraying the listing expenses

We have earmarked RM4.70 million or 6.51% from the proceeds to pay the estimated expenses of our Listing. The following summarises the estimated expenses incidental to our Listing to be borne by us:

	RM'000
Professional fees ⁽¹⁾	1,755
Fees payable to authorities ⁽²⁾	29
Underwriting commission, placement fees and brokerage fees	2,181
Fees and expenses for printing, advertising, roadshow and contingencies	735
Total	4,700

Notes:

- (1) Comprising advisory fees for, amongst others, our Principal Adviser, Solicitors, Reporting Accountants, IMR and Issuing House.
- (2) Comprising fees payable to authorities such as the processing fee and additional listing fee payable in relation to the LTIP, the registration fee for the Prospectus and lodgement fee of the Prospectus.

4. DETAILS OF OUR IPO (Cont'd)

If the actual listing expenses are higher than earmarked amount, the shortfall will be funded out of the amount allocated for working capital purposes and any further shortfall will be funded through internally generated funds. Conversely, if the actual listing expenses are lower than earmarked amount, the surplus will be used for working capital purposes.

The actual proceeds accruing to our Group will depend on the Institutional Price and the Final Retail Price. If the actual proceeds are higher than budgeted above, the excess will be used for working capital. Conversely, if the actual proceeds are lower than budgeted above, the proceeds allocated for working capital will be reduced accordingly and any further shortfall will be funded through internally generated funds and/or bank borrowings.

Given the timing of the use of proceeds to be raised from IPO may not be immediate, as part of our efficient capital management to maximise profit income, we intend to place the proceeds raised from the IPO or any balance in deposits with licensed financial institutions or money market instrument/funds.

We do not expect to face any liquidity risk after the proceeds from our IPO are exhausted as we will continue to monitor our adequacy of working capital and ensure we have sufficient liquidity before embarking on the above expansion plans. We also believe that our expansion plan will contribute positively to our Group's financial performance and position.

4.8 BROKERAGE FEE, PLACEMENT FEES AND UNDERWRITING COMMISSION

4.8.1 Brokerage fee

We will bear the brokerage fee to be incurred on the issue of 55,940,000 IPO Shares under the Retail Offering at the rate of 1% (exclusive of applicable tax) of the Final Retail Price in respect of successful Applications bearing the stamp of HLIB, participating organisations of Bursa Securities, members of the Association of Banks in Malaysia, members of the Malaysia Investment Banking Association or the Issuing House.

The Sole Bookrunner is entitled to charge brokerage commission to successful applicants under the Institutional Offering. For the avoidance of doubt, such brokerage commission under the Institutional Offering will not be payable by us.

4.8.2 Placement fees

We are obliged to pay our Sole Bookrunner a placement fee of 2.5% of the value of 162,860,000 IPO Shares successfully placed out by our Sole Bookrunner, at the Final Retail Price.

The placement fee to be incurred on the sale of our IPO Shares will be borne by us.

4.8.3 Underwriting commission

Our Sole Underwriter has agreed to underwrite 55,940,000 IPO Shares under the Retail Offering ("**Underwritten Shares**"), subject to the clawback and reallocation provision. We are obliged to pay our Sole Underwriter an underwriting commission of 2.5% of the total value of Underwritten Shares at the Final Retail Price.

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

4.9 DETAILS OF THE UNDERWRITING ARRANGEMENT

We have entered into the Underwriting Agreement with the Sole Underwriter to underwrite 55,940,000 IPO Shares under the Retail Offering, subject to the clawback and reallocation provisions set out in **Section 4.2.3** of this Prospectus and upon the terms and subject to the conditions of the Underwriting Agreement.

Details of the underwriting commission is set out in **Section 4.8.3** of this Prospectus, while the salient terms of the Underwriting Agreement are as follows:

- (i) The obligations of our Sole Underwriter under the Underwriting Agreement shall be conditional upon the fulfilment and/or satisfaction of the following ("**Conditions Precedent**"):
 - (a) the approvals of Bursa Securities and the SC remaining in full force and effect and that all conditions (except for any which can only be complied with after our IPO has been completed) have been complied with;
 - (b) the offer and issuance of the IPO Shares having been approved by the shareholders of our Company;
 - (c) the lodging with the Companies Commission of Malaysia of a copy of the Prospectus for lodgement in accordance with the requirements of Section 234 of the CMSA together with copies of all documents required under the CMSA;
 - (d) the registration with the SC of the Prospectus and the submission to the SC of accompanying documents on or before their issue, circulation or distribution to the public;
 - (e) all necessary approvals and consents required in relation to our IPO including but not limited to governmental approvals having been obtained and are in full force and effect and that all conditions to the approvals (except for any which can only be complied with after our IPO has been completed) have been complied with;
 - (f) the Prospectus being issued not later than 30 March 2022 or such later date as may be agreed by our Sole Underwriter;
 - (g) the delivery of the signed legal opinion addressed to our Sole Underwriter to be issued by the Solicitors for our IPO in a form and substance satisfactory to our Sole Underwriter on the Closing Date (as defined herein);
 - (h) the execution of the placement agreement and the placement agreement not having been terminated or rescinded pursuant to the provisions thereof;
 - (i) our IPO and the offering and subscription of our IPO Shares in accordance with the provisions in the Underwriting Agreement not being prohibited or impeded by any statute, order, rule, directive or regulation promulgated by any legislative, executive or regulatory body or authority of Malaysia (including Bursa Securities);
 - (j) there not being, on or prior to the last day and time for the acceptance of and payment for the Retail Offering in accordance with the Prospectus and the Application Form ("**Closing Date**"), any change or any development involving a prospective change in our Company or our Group or from the information set out in the Prospectus which is likely to give rise to, in the Sole Underwriter's Opinion, any event, change or development involving an adverse effect, or that will or is likely to prejudice or have an adverse effect, whether individually or in the aggregate and whether or not arising in the ordinary course of business (a) on the condition (financial or otherwise), earnings, general affairs,

4. DETAILS OF OUR IPO (Cont'd)

management, shareholders' equity, business, assets, liquidity, liabilities, prospects, properties or results of operations of our Company or our Group; or (b) on the ability of our Company or our Group to perform in any respect its obligations under or with respect to, or to consummate the transactions contemplated by, the Prospectus and the Application Forms ("**Offer Documents**"), the placement agreement or the Underwriting Agreement; or (c) on our IPO ("**Material Adverse Event**");

- (k) there not having occurred on or prior to the Closing Date and/or the date of delivery of the Applications Form together with the remittance of subscription monies payable on the application of the unsubscribed IPO Shares by our Sole Underwriter ("**Settlement Date**") any breach of and/or failure to perform any of the representations, warranties and undertakings by our Company contained in the Underwriting Agreement; and
- (l) the delivery to our Sole Underwriter on the Closing Date and Settlement Date, respectively a certificate in the agreed form of our Company, signed by a duly authorised officer of our Company, dated the Closing Date and the Settlement Date, to the effect that the person who provides such certificate has carefully examined the Underwriting Agreement and that:
 - (i) the representations, warranties and undertakings of our Company are true, accurate and correct and not misleading in all respects on and as of the Closing Date and Settlement Date (as the case may be), as though they had been given and made on the Closing Date and the Settlement Date (as the case may be), and our Company has complied with all the terms of the Underwriting Agreement and satisfied all the conditions on its part under the Underwriting Agreement to be performed and satisfied on or prior to the Closing Date and the Settlement Date (as the case may be);
 - (ii) since the date of the Underwriting Agreement, there has been no change or development that may give rise to a Material Adverse Event; and
 - (iii) the allotment and issuance of the Retail Offering under our IPO are not being prohibited by any statutes or regulations promulgated or issued by any legislative or regulatory body in Malaysia.
- (ii) In the event any of the Conditions Precedent are not satisfied on or prior to the Closing Date which in any case shall not be later than 5 April 2022 or such later date as consented to in writing by our Sole Underwriter, our Sole Underwriter shall be entitled to terminate the Underwriting Agreement by notice in writing to our Company.
- (iii) In the event of termination pursuant to **Section 4.9(ii)** of this Prospectus, (except for the liability of our Company for payment of:
 - (a) (i) the underwriting commission, if the non-fulfilment of the relevant condition is due to or arising from the fault of our Company or matters within our Company's control; or
 - (ii) the broken funding cost, if the non-fulfilment of the relevant condition is not due to or arising from the fault of our Company or matters within our Company's control; and
 - (b) the reasonable costs and expenses incurred by our Sole Underwriter on or prior to or in connection with such termination,

and our Company continuing to be liable to indemnify our Sole Underwriter pursuant to the terms of the Underwriting Agreement), the parties will be released and discharged

4. DETAILS OF OUR IPO (Cont'd)

from their respective obligations under the Underwriting Agreement upon such termination save for antecedent breaches by any party and claims arising therefrom.

(iv) Notwithstanding anything contained in the Underwriting Agreement, our Sole Underwriter, may by notice in writing to our Company given at any time before the date of Listing, terminate, cancel and withdraw its agreement, subject to clawback and reallocation, to subscribe and/or procure the subscription for the unsubscribed IPO Shares if in the opinion of our Sole Underwriter:

- (a) there is any breach by our Company of any of the representations, warranties, undertakings or any other provisions set out in the Underwriting Agreement or which is contained in any certificate under or in connection with the Underwriting Agreement in any respect; and where such misrepresentation or breach is capable of remedy, the same not being remedied within five (5) Market Days or on such other day which the parties may mutually agree in writing, but in any event no later than the Closing Date from the provision of a written notice to our Company, as the case may be, by our Sole Underwriter;
- (b) without prejudice to **Section 4.9(iv)(a)** of this Prospectus, there is failure on the part of our Company to perform any of our obligations contained in the Underwriting Agreement;
- (c) our Company withholds any information from our Sole Underwriter, which, in the opinion of our Sole Underwriter, is likely to give rise to a Material Adverse Event;
- (d) any statement contained in the Offer Documents has become or been discovered to be untrue, inaccurate or misleading in any respect;
- (e) matters have arisen or have been discovered which would, if the Offer Documents were to be issued at that time, constitute a material omission therefrom;
- (f) there shall have occurred, happened or come into effect any event or series of events beyond the control of our Sole Underwriter by reason of Force Majeure which would have or can reasonably be expected to have, a material adverse effect on the business, operations, financial condition or prospects of our Group or the success of our IPO or which is reasonably likely to have the effect of making any material obligation under the Underwriting Agreement incapable of performance in accordance with its terms or our Company shall sustain any material loss or interference with its business from fire, explosion, flood or other calamity, whether or not covered by insurance, or from any labour disturbance or dispute or any action, order or decree of any court or arbitrator or governmental or regulatory authority, in each case, that has caused or could reasonably be expected to give rise to a Material Adverse Event.

"Force Majeure" means causes 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 hostile army, nation or enemy, civil war or commotion, hijacking, terrorism;
- (ii) riot, uprising against constituted authority, civil commotion, disorder, rebellion, organized armed resistance to the government, insurrection, revolt, military or usurped power; or

4. DETAILS OF OUR IPO (Cont'd)

- (iii) natural catastrophe including but not limited to earthquakes, floods, fire, storm, lightning, tempest, explosions, accident, epidemics, pandemics, escalation of the current pandemic (such diseases or epidemics to include but not be limited to avian flu and COVID-19) or other acts of God;
- (g) any government requisition, mandatory control orders or restrictions in movement or other occurrence of any nature whatsoever which results in or is likely to give rise to, a Material Adverse Event;
- (h) any material adverse change in national or international monetary, financial and capital markets (including stock market conditions and interest rates), economic conditions or exchange control or currency exchange rates which in the opinion of our Sole Underwriter is likely to give rise to a Material Adverse Event (whether in the primary market or in respect of dealings in the secondary market). For the avoidance of doubt, 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 Underwriting Agreement; and
 - (ii) prior to the date of Listing,

lower than 90%, of the level of Index at the last close of normal trading on the relevant exchange on the Market Day immediately prior to the date of the Underwriting Agreement and remains at or below that level for at least three (3) consecutive Market Days, it shall be deemed a material adverse change in the stock market condition;
- (i) trading of all securities on Bursa Securities has been suspended or other material form of general restriction in trading for three (3) consecutive Market Days or more;
- (j) any new law or regulation or change in law, regulation, directive, policy or ruling in any applicable jurisdiction which would have or is likely to give rise to, a Material Adverse Event;
- (k) any part of our IPO is stopped or delayed by our Company or any regulatory authorities for any reason whatsoever (unless such stoppage or delay has been approved in writing by our Sole Underwriter);
- (l) any commencement of legal proceedings or action against any member of our Group or any of our directors, which causes or is likely to give rise to, a Material Adverse Event or make it impracticable to market our IPO or to enforce contracts to allot and /or transfer the IPO Shares;
- (m) the Listing does not take place on or before 18 April 2022 or within six (6) Market Days after the Settlement Date, whichever is earlier, or such other extended date as may be agreed by our Sole Underwriter in writing;
- (n) the placement agreement shall have been terminated or rescinded in accordance with the terms thereof or any of the conditions precedent set forth in the placement agreement not having been satisfied in full or to the extent not satisfied as such, waived by our Sole Bookrunner therein in accordance with its terms;
- (o) approval for our IPO is withdrawn, modified or is varied or supplemented subject to terms and conditions not acceptable to our Sole Underwriter; or

4. DETAILS OF OUR IPO (Cont'd)

- (p) the Closing Date is more than two (2) months from the date of the Underwriting Agreement or any later date as our Company and our Sole Underwriter may mutually agree upon in writing.
- (v) Upon such notice of termination being given under **Section 4.9(iv)** of this Prospectus, our Sole Underwriter will be released and discharged of its obligations without prejudice to its rights under the Underwriting Agreement and the Underwriting Agreement will thereafter be of no further force or effect, and save for antecedent breaches and claims arising therefrom, no party will be under any liability to any other in respect of the Underwriting Agreement, except that our Company, as the case may be, will remain liable in respect of its obligations and liabilities under the Underwriting Agreement and, our Company shall be liable to our Sole Underwriter for the payment of the underwriting commission which our Sole Underwriter is entitled to duly claim under the Underwriting Agreement together with all costs and expenses already incurred by our Sole Underwriter up to the date on which such notice was given, including but not limited to those incurred in the event the Closing Date is extended, and for the payment of any taxes, duties or levies to be borne by our Company pursuant to applicable laws, and our Company shall refund to our Sole Underwriter the subscription monies including interests accrued thereon, if any, paid by our Sole Underwriter pursuant to its subscription for the underwritten IPO Shares pursuant to the terms of the Underwriting Agreement not later than seven (7) days after our Company's receipt of the termination notice from our Sole Underwriter.
- (vi) Notwithstanding the other provisions in the Underwriting Agreement, our Sole Underwriter and our Company may however confer with a view to defer the IPO or amend its terms or the terms of the Underwriting Agreement or enter into a new underwriting agreement accordingly. However, our Company and our Sole Underwriter are not under any obligation whatsoever to enter into a new underwriting agreement.

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4. DETAILS OF OUR IPO (Cont'd)

4.10 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 RM10.00 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 third Market Day following the transaction date, and payment for the securities is generally settled on the third 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. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT

5.1 PROMOTERS AND SUBSTANTIAL SHAREHOLDERS

5.1.1 Particulars and shareholdings

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

	Nationality	Before IPO			After IPO		
		Direct		Indirect	Direct		Indirect
		No. of Shares	(1)%	No. of Shares	(1)%	No. of Shares	(2)%
Promoters and Substantial Shareholders							
Dato' Dr Tan Huck Joo	Malaysian	134,728,570	22.45	-	-	(3)136,528,570	16.67
Emeritus Professor Dato' Dr Goh Khean Lee	Malaysian	58,383,121	9.73	-	-	(3)60,183,121	7.35
Dr Mohamed Akhtar Bin Mohamed Ditali Qureshi	Malaysian	55,627,438	9.27	-	-	(3)57,427,438	7.01
Anne Marie Loh Foong Han	Singaporean	80,294,704	13.38	-	-	80,294,704	9.81
Promoters							
Dr Ramesh A/L K Gurunathan	Malaysian	37,985,556	6.33	-	-	(3)39,785,556	4.86
Dr Ong Siew Kuen	Malaysian	26,095,253	4.35	-	-	(3)27,895,253	3.41

Notes:

- (1) Calculated based on the issued share capital of 600,000,000 Shares after completion of Acquisition but before our IPO.
- (2) Calculated based on the enlarged issued share capital of 818,800,000 Shares after our IPO.
- (3) Assuming he/she will fully subscribe for his/her respective allocations under the Pink Form Allocations and assuming he/she does not apply for any excess IPO Shares.

Our Promoters and Substantial Shareholders do not have different voting rights from any other shareholders of our Company.

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

5.1.2 Profiles of Promoters and Substantial Shareholders

The profiles of our Promoters and/or Substantial Shareholders are as follows:

(i) **Dato' Dr Tan Huck Joo**

Executive Chairman, Promoter and Substantial Shareholder

Dato' Dr Tan Huck Joo, a Malaysian aged 53, is our Executive Chairman and Medical Director. He was appointed to our Board in 2021. He is responsible for the clinical governance of our Group, and ensuring that all clinical activities undertaken are conducted at the required standard of care by determining and formulating policies to maintain the quality of our medical services. He is also responsible for ensuring the compliance of our medical centre with the relevant statutory and regulatory requirements and the MOH guidelines are carried out and complied with. Additionally, he is an advisor regarding matters pertaining to clinical care delivery. He also oversees clinical peer review, develops and approves policies, and provides performance improvement guidance and support. He is also responsible for determining the strategic direction and growth of our Group, as well as overseeing the business development of our Group. Further, he was the acting Head of Department, Endoscopy of our medical centre during the absence of Emeritus Professor Dato' Dr Goh Khean Lee due to medical reasons, details of which are set out in **Section 5.1.2(ii)** of this Prospectus.

Dato' Dr Tan Huck Joo graduated with a Bachelor of Medicine and Surgery (Bachelor of Medicine, Bachelor of Surgery, Bachelor in the Art of Obstetrics) from University College Dublin, National University of Ireland in Ireland in 1994. He was thereafter conferred Doctorate of Medicine from University College Dublin, National University of Ireland in Ireland in 2004. He is a member of the Royal College of Physicians (United Kingdom) since 1997, a fellow of the Royal College of Physicians (London) since 2007, a fellow of the Royal College of Physicians and Surgeons of Glasgow since 2007 and a fellow of the Royal College of Physicians of Edinburgh since 2008. He is also a fellow of the American College of Gastroenterology since 2008, a fellow of the American Society for Gastrointestinal Endoscopy since 2011, and a fellow of the Academy of Medicine of Malaysia since 2012. Further, he has served as a committee member of the Malaysian Society of Gastroenterology and Hepatology from 2007 to 2019, and was elected president from 2009 to 2010. He was also the scientific chairman for the annual scientific meeting of the Malaysian Society of Gastroenterology and Hepatology from 2007 to 2017.

He began his career at the Mater Misericordiae Hospital (currently known as Mater Misericordiae University Hospital) in Dublin, Ireland and Sligo General Hospital (currently known as Sligo University Hospital) as an intern in 1994. His main responsibilities were to take care of the patients under supervision, complete the tasks assigned by the senior doctors and maintain good documentation and record of the patients. After completing his internship, he moved to the Hull Royal Infirmary, England as a senior house officer in 1995. His primary responsibilities were to supervise junior house officers and medical students, take care of patients in the hospital under the supervision of senior doctors.

In 1996, he joined the Aberdeen Royal Infirmary, Scotland as a senior house officer/ registrar in internal medicine where he was in-charged of a team managing the patients with acute medical illness while under the direct supervision of the consultant. He left the Aberdeen Royal Infirmary, Scotland in 1997 and joined the South Thames Deanery Higher Training Program in gastroenterology and hepatology where he was based at St. George's Hospital, London, and thereafter Frimley Park Hospital from 1998 up to 1999, England as a specialist registrar in gastroenterology and hepatology. This is where he received his further training in gastroenterology, hepatology, endoscopy and internal medicine.

In 1999, he joined the North Western Deanery Higher Training Scheme in gastroenterology and hepatology where he was based at Furness General Hospital, England as a specialist registrar in gastroenterology and hepatology. During his tenure with the hospital, he was further trained in gastroenterology, hepatology and advanced

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

endoscopy, where special technology accessories and equipment and were used to manage more complex gastrointestinal, pancreas, biliary or liver-related disorders.

Dato' Dr Tan Huck Joo returned to Malaysia in 2000 and was a lecturer in Medicine and a consultant in gastroenterology and hepatology at Hospital Universiti Kebangsaan Malaysia (currently known as Hospital Canselor Tuanku Muhriz). His responsibilities include looking after the patients under his care together with the junior doctors under his supervision. He was also responsible for the teaching of the Master of Medicine students and training the doctors in endoscopic procedures. He left his position in 2003.

Subsequently, he practised as a resident consultant in gastroenterology and hepatology at Sunway Medical Centre in 2003, a position he holds until today. From 2003 to 2004, he also held the same position at Tung Shin Hospital on a part time basis. He was primarily looking after patients with gastroenterology and hepatology problems and providing advanced endoscopic procedures for both hospitals.

From 2008 to 2009, Dato' Dr Tan Huck Joo was the Chairman of the Medical Advisory Board at Sunway Medical Centre, where he was responsible for advising the management of the hospital on the appointment of doctors and credentialing of practitioners and privileging of procedures, doctors' welfare related issues, as well as development of policies and action plan related to safe practices and patient management. He was appointed as the Head of Gastroenterology and Hepatology and Director of Endoscopy at Sunway Medical Centre from 2008 to 2017. Presently, Dato' Dr Tan Huck Joo is still practising as a resident consultant in gastroenterology and hepatology in Sunway Medical Centre through a practicing agreement due to the reasons as set out in **Section 11.1.3** of this Prospectus. Notwithstanding his position as a resident consultant at Sunway Medical Centre, our Group's medical centre serves as his principal place of practice.

In 2017, he together with amongst others, Emeritus Professor Dato' Dr Goh Khean Lee and Dr Mohamad Akhtar Bin Mohamed Ditali Qureshi, setup our medical centre where he specialises in gastroenterology and hepatology. Since 2017, he is the Medical Director and consultant in gastroenterology and hepatology for our medical centre.

(ii) **Emeritus Professor Dato' Dr Goh Khean Lee** *Executive Director, Promoter and Substantial Shareholder*

Emeritus Professor Dato' Dr Goh Khean Lee, a Malaysian aged 65, is our Executive Director and Head of Medical Advisory Board of our medical centre. He was appointed to our Board in 2021. As the Head of Medical Advisory Board of our medical centre, he is responsible for the overall clinical practice of our medical centre, to ensure the clinical practice of our consultants are carried out in accordance with the policies formulated by our Medical Director, as well as advising the management on the suitability of doctors' appointment and credentialing and privileging of procedures, all doctors welfare related issues, proposed policies and action plan related to safe practices and patient management. He is also Head of Department, Endoscopy of our medical centre where he is responsible for the strategic direction of the endoscopy department as well as the development and implementation of adequate policies and procedures for the said department. Emeritus Professor Dato' Dr Goh Khean Lee was on leave of absence due to medical reasons from 24 August 2021 to 13 March 2022. During his leave of absence, his duties and responsibilities as Executive Director resided with the rest of the Executive Directors and our Board. His roles as Head of Medical Advisory Board and Head of Department, Endoscopy were assumed by Dr Mohamed Akhtar Bin Mohamed Ditali Qureshi and Dato' Dr Tan Huck Joo respectively. Emeritus Professor Dato' Dr Goh Khean Lee has returned to work on 14 March 2022 and resumed his role as Head of Medical Advisory Board and Head of Department, Endoscopy.

He graduated with a Bachelor of Medicine and Bachelor of Surgery from Universiti Malaya in 1980. Thereafter, he completed the qualifying examination to be a member of the Royal Colleges of Physicians and Surgeons of Glasgow, United Kingdom in 1984. Lastly, he then obtained his Degree of Doctor of Medicine from Universiti Malaya in 1997.

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

Emeritus Professor Dato' Dr Goh Khean Lee is a fellow of the Royal College of Physicians (United Kingdom) since 1994, the Royal College of Physicians and Surgeons of Glasgow since 1994, American College of Gastroenterology since 1997, the Academy of Medicine of Malaysia since 1997, Royal Colleges of Physicians of London since 2006 and American Society of Gastrointestinal Endoscopy since 2008. He was also conferred honorary fellowships by the Hong Kong Society of Gastroenterology in 2010. He is a fellow of the Japan Gastrointestinal Endoscopy Society since 2020.

Further, he is a member of the Malaysian Society of Gastroenterology and Hepatology since 1994 and has served as president (from 1996 to 1997) and was committee member for various terms. He is also a member of the Academy of Medicine, Malaysia since 1998. He was conferred the Merdeka Award in 2011 for "Outstanding Scholastic Achievement" for "Elevating the Practice of Gastroenterology and Hepatology to Global Standards in Malaysia". He was conferred the title of Emeritus Professor by Universiti Malaya in 2018. He has published his research findings in numerous scientific papers covering areas which include helicobacter pylori, gastroesophageal reflux disease and epidemiology of gastrointestinal and liver cancers.

He began his collective career with Universiti Malaya, the University of Malaya Medical Centre and the University of Malaya Specialist Centre Malaysia in 1980. He began as a trainee doctor/medical officer in the University of Malaya Medical Centre up to the year 1984. Thereafter, he was promoted to the position of consultant in the year 1984 and subsequently promoted to senior consultant in 1998, a position he still holds to this day. As a senior consultant, he provides consultation and treatment to patients at University of Malaya Specialist Centre.

Concurrently, for his employment with Universiti Malaya, in 1984 he also began teaching as a lecturer. In 1991, he was promoted to the position of associate professor where he was responsible for teaching, research and academic work and subsequently further promoted to Professor in 1998. In 1996, he was also appointed as the Head of the Gastroenterology and Gastrointestinal Endoscopy Unit in Universiti Malaya, a position he served until his retirement in 2016. As the head of the unit, he was responsible for creating and advancing the Gastro-Intestinal Endoscopy unit, to which the World Organization of Digestive Endoscopy accorded the high distinction of Centre of Excellence to the Gastro-Intestinal Endoscopy unit in 2008. He was also appointed as the Head of the Department of Medicine from 1998 up to 2016, where he oversees 12 divisions (including Gastroenterology and Hepatology).

Lastly for his collective career with the Universiti Malaya, in 2018 he was awarded the title of Emeritus Professor by the Universiti Malaya.

In 2017, he, together with amongst others, Dato' Dr Tan Huck Joo and Dr Mohamad Akhtar Bin Mohamed Ditali Qureshi setup our medical centre where he specialises in gastroenterology and hepatology. He is the Director and Head of Medical Advisory Board for our medical centre since 2017 and was appointed as the Head of Department, Endoscopy in May 2021.

(iii) **Dr Mohamed Akhtar Bin Mohamed Ditali Qureshi** *Executive Director, Promoter and Substantial Shareholder*

Dr Mohamed Akhtar Bin Mohamed Ditali Qureshi, a Malaysian aged 60, is our Executive Director and Head of Operating Theatre and Central Sterile Supply Department. He was appointed to the Board in 2021. He is responsible for the strategic direction of the operating theatre and central sterile supply department. He is also responsible for the development and implementation of adequate policies and procedures for the operating theatre and central sterile supply department. Further, he was also the acting Head of Medical Advisory Board of our medical centre during the absence of Emeritus Professor Dato' Dr Goh Khean Lee due to medical reasons, details of which are set out in **Section 5.1.2(ii)** of this Prospectus.

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

He graduated with a Bachelor of Medicine, Bachelor of Surgery and Bachelor of Obstetrics from the Royal College of Surgeons in Ireland in 1987. He was awarded a Licentiate in Medicine and Obstetrics of the Royal College of Physicians of Ireland in 1987. He then graduated with a Bachelor of Science from the National University of Ireland, Ireland in 1989. In 1999, he graduated with a Master of Surgery from the National University of Ireland, Ireland.

Dr Mohamed Akhtar Bin Mohamed Ditali Qureshi is a fellow of the Royal College of Surgeons in Ireland (Ireland) since 1991, a fellow of the Royal College of Surgeons of England (United Kingdom) since 1993 and a fellow of the Royal College of Surgeons of England (General Surgery) (United Kingdom) since 1997. He is also a fellow of the International College of Surgeons (United Kingdom Chapter) since 1996, a fellow of the Association of Surgeons (United Kingdom) since 1997 and a fellow of the Academy of Medicine of Malaysia since 2009.

Dr Mohamed Akhtar Bin Mohamed Ditali Qureshi is also a member of the editorial board of Malaysian Journal since 1997 to 2008, a member of the College of Surgeons of Malaysia since 1998 and a member of the Malaysian Medical Association since 1998. He is also a member of the Malaysian Society of Colorectal Surgeons since 2003. He was also a member of the Malaysian Society of Gastroenterology and Hepatology since 1999 and has served as president (from 2015 to 2017) and committee member for various terms.

He began his career in 1987 in the International Missionary Training Hospital Drogheda, Ireland (currently known as Our Lady of Lourdes Hospital, Drogheda) under a medical internship where he was in the general medicine department. In 1988, he underwent his surgical internship at the same hospital where he was in the general surgery department. He then left later in 1988 and subsequently joined Mount Carmel Hospital, Ireland (currently known as Mount Carmel Community Hospital) as an orthopaedic senior house officer in the same year where he was in the orthopaedic department. He left his position in 1989.

In 1988, he joined the Royal College of Surgeons in Ireland as a tutor in Physiology, a position that he held until 1989. He was involved in the teaching of pre-clinical medical students. In 1989, he was also appointed as a surgical senior house officer at St. Joseph's Hospital Dublin, Ireland where he was in the elective medical and surgical unit.

He left St. Joseph's Hospital Dublin, Ireland in 1989 and joined Beaumont Hospital Dublin, Ireland as a casualty senior house officer. His responsibilities included care for acute medical and surgical patients. He was then rotated to senior house officer in general and vascular surgery in 1990 where he was in-charge of the care of elective surgical and vascular patients. In the same year, he was rotated to senior house officer in general surgery and was responsible for the care of acute and elective surgical patients. In 1991, he was promoted to registrar in general surgery where he was in-charge of the care of acute and surgical patients. In the same year, he was promoted to surgical registrar and research fellow of the department of surgery where he was responsible for surgical research. He was then promoted to registrar in general and vascular surgery in 1992 and his responsibilities include the care of acute and elective surgical and vascular patients. He left Beaumont Hospital in 1992. In 1993, he joined St Mary's Hospital London, England as a calman registrar in general surgery where he was involved in general surgery with minimal access surgery and colorectal surgery. He left his position in 1993.

He then rotated to Hillingdon Hospital London, England in 1994 as a calman registrar in general surgery, where he was involved in general surgery with interest colorectal and hepatobiliary and pancreas.

He then joined Castle Hill Hospital in Cottingham, England and Hull Royal Infirmary in Hull, England as a senior registrar from 1994 to 1995 where he was involved in general surgery with interest minimal access surgery and colorectal surgery and as a senior registrar in

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

vascular surgery from 1995 to 1996 where he was involved in vascular surgery. He left his position in 1996.

In 1996, he returned to Malaysia and was appointed as a lecturer in colorectal and general surgery at Universiti Kebangsaan Malaysia, a position that he held until 1997. His responsibilities included the care of acute and elective surgical patients. In 1997, he was appointed as a senior registrar in general surgery at Scarborough General Hospital, England where he was in charge of the care of acute and elective surgical patients. He left his position in 1998.

Dr Mohamed Akhtar Bin Mohamed Ditali Qureshi returned to Malaysia in 1998 and was appointed as a lecturer/ associate professor in colorectal and general surgery at Universiti Kebangsaan Malaysia, Malaysia. His responsibilities include heading the Colorectal Surgical Unit and training the local postgraduate students. In 1999, he was appointed as a professor of surgery at the International Medical University where he was involved in the creation and implementation of a new surgical syllabus for the university. He left Universiti Kebangsaan Malaysia in 2000 and International Medical University in 2002. He then joined Sunway Medical Centre in 2002 as a resident consultant in General and Colorectal Surgeon, a position he currently holds. His responsibilities include the care of acute and elective surgical patients.

In 2017, he, together with amongst others, Dato' Dr Tan Huck Joo and Emeritus Professor Dato' Dr Goh Khean Lee setup our medical centre where he specialises in colorectal and general surgery. He was appointed as the Head of Operating Theatre and Central Sterile Supply Department in May 2021.

(iv) Anne Marie Loh Foong Han
Promoter and Substantial Shareholder

Anne Marie Loh Foong Han, a Singaporean aged 71, is a promoter and substantial shareholder of our Group.

She was awarded a Master of Social Science (Professional Counselling) degree from Swinburne University of Technology, Australia in 2010.

Since 1986, Anne Marie Loh Foong Han has been a director and company secretary of Clinic CP Lim Pte Ltd, a cardiology clinic in Singapore founded by her and her husband.

(v) Dr Ramesh A/L K Gurunathan
Promoter and Head of Department, Inpatient

Dr Ramesh A/L K Gurunathan, a Malaysian aged 55, is a substantial shareholder of our Group and the Head of Department, Inpatient. Dr Ramesh A/L K Gurunathan is responsible for the strategic direction of the Inpatient Department as well as for the development and implementation of adequate policies and procedures for the Inpatient Department.

Dr Ramesh A/L K Gurunathan graduated from Mangalore University, India with a Bachelor of Medicine and Bachelor of Surgery in 1994. He subsequently obtained a Master of Surgery from Hospital Universiti Kebangsaan Malaysia (currently known as Hospital Canselor Tuanku Muhriz) in 2000.

He obtained his fellowship from the Royal College of Surgeons in Ireland in 2002. Further, Dr Ramesh A/L K Gurunathan is a member of the Academy of Medicine of Malaysia, since 2004 and a member of the College of Surgeons since 2004. He is also a member of the Malaysian Society of Gastroenterology and Hepatology since 2010 and has served as president (from 2011 to 2013) and committee member for various terms. He is also a member of the Malaysian Upper Gastrointestinal Surgical Society since 2006 and a member of the International Society of Diseases of Esophagus, Canada since 2018.

He began his career with the MOH in 1993 where he was placed in Kuala Lumpur General Hospital as a house officer. In 1994, he was posted to Queen Elizabeth Hospital in Kota Kinabalu, Sabah where he served as a medical officer responsible for looking after surgical

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

patients. He left the hospital in 1997 and subsequently joined Hospital Universiti Kebangsaan Malaysia (currently known as Hospital Canselor Tuanku Muhriz) in Kuala Lumpur in the same year as a Master of Surgery in general surgery. He left the hospital in 2000.

In 2000, he joined Malacca General Hospital as a specialist in the general surgery where he was responsible for general surgical work. In 2003, he was transferred to Tuanku Ja'afar Hospital in Seremban, Negeri Sembilan as a consultant in general surgery. In 2005, he took a sabbatical from his duties in Tuanku Ja'afar Hospital. During his sabbatical, he joined the Queen Alexandra Hospital, United Kingdom as a clinical fellow as part of his overseas training. He returned to Malaysia in 2006 and resumed his position with Tuanku Ja'afar Hospital where he stayed until 2010.

In 2010, he joined Sunway Medical Centre as a resident consultant in general, upper gastrointestinal and obesity surgeon, a position he holds until today. He is responsible for providing related diagnostic and treatment such as endoscopic and surgical procedures as well as management of patients. In 2017, he joined our medical centre as a consultant in general, upper gastrointestinal and obesity surgeon where he is responsible for dealing with general and upper gastrointestinal surgical cases.

(vi) Dr Ong Siew Kuen

Promoter and Head of Department, Medicine

Dr Ong Siew Kuen, a Malaysian aged 54, is the Head of Department, Medicine of our medical centre. She is responsible for the strategic direction of the medicine department. She is also responsible for the development and implementation of adequate policies and procedures of the medical department.

She graduated from University College Dublin, National University of Ireland in Ireland with a Bachelor of Medicine, Bachelor of Surgery and Bachelor of Obstetrics in 1992. She is also a member of the Malaysian Society of Gastroenterology and Hepatology since 2004.

She began her career in 1992 when she joined Our Lady's Hospital in Cashel, Ireland as a surgical intern as part of her surgical internship in general surgery. After completing her internship in the same year, she left and joined the Mater Misericordiae Hospital (currently known as Mater Misericordiae University Hospital) in Dublin, Ireland in 1993 as a medical intern in the respiratory and general medicine department, before joining the oncology and haematology department later in the same year. She completed her medical internship in the same year and then joined St. Columcille's Hospital in Ireland as a senior house officer in general medicine and geriatrics.

She left St. Columcille's Hospital and joined St. Michael's Hospital in Ireland in 1994 as a senior house officer in the cardiology and general medicine department, the respiratory medicine department and the endocrinology department on a rotation basis. She then joined Lough County Hospital in Ireland in the same year as a senior house officer. Between January 1995 up to June 1995, she joined St. Vincent's Hospital (currently known as St Vincent's University Hospital) in Ireland as a Medical Registrar in geriatrics and general medicine departments. Thereafter in July 1995, she joined Our Lady's Hospital in Drogheda, Ireland as a medical registrar in the gastroenterology department as part of her post-graduate training. During her time at Our Lady's Hospital, she also acted as a medical tutor at the Royal College of Surgeons, Ireland.

She returned to Malaysia in 1997 and joined MOH and was placed at Ipoh General Hospital as a specialist where she was responsible for care of patients. She was transferred to the Kuala Lumpur General Hospital in 1998 as a gastroenterologist where she was also responsible for the care of patients. She left MOH in 2001 and subsequently joined Taman Desa Medical Centre as a consultant in gastroenterology and hepatology.

In 2002, she left Taman Desa Medical Centre and joined Sunway Medical Centre as a resident consultant in gastroenterology and hepatology, where she still practices today. She joined our medical centre in 2017 as a consultant in gastroenterology and hepatology.

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

5.1.3 Changes in our Promoters' and Substantial Shareholders' shareholdings in our Company

The changes in our Promoters' and Substantial Shareholders' respective shareholdings in our Company since the date of incorporation up to and after our IPO are as follows:

	As at the date of incorporation			Before IPO			After IPO		
	Direct	No. of Shares	%	Direct	No. of Shares	(1)%	Direct	No. of Shares	(2)%
Promoters and Substantial Shareholders									
Dato' Dr Tan Huck Joo	1	100.00	-	-	134,728,570	22.45	-	(3)136,528,570	16.67
Emeritus Professor Dato' Dr Goh Khean Lee	-	-	-	-	58,383,121	9.73	-	(3)60,183,121	7.35
Dr Mohamed Akhtar Bin Mohamed Ditali Qureshi	-	-	-	-	55,627,438	9.27	-	(3)57,427,438	7.01
Anne Marie Loh Foong Han	-	-	-	-	80,294,704	13.38	-	80,294,704	9.81
Promoters									
Dr Ramesh A/L K Gurunathan	-	-	-	-	37,985,556	6.33	-	(3)39,785,556	4.86
Dr Ong Siew Kuen	-	-	-	-	26,095,253	4.35	-	(3)27,895,253	3.41

Notes:

- (1) Calculated based on issued share capital of 600,000,000 Shares after completion of the Acquisition but before our IPO.
- (2) Calculated based on the enlarged issued share capital of 818,800,000 Shares after our IPO.
- (3) Assuming he/she fully subscribe for his/her allocations under the Pink Form Allocations and assuming he/she does not apply for any excess IPO Shares.

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

5.1.4 Persons exercising control over the corporation

Save for our Promoters and Substantial Shareholders, namely Dato' Dr Tan Huck Joo, Emeritus Professor Dato' Dr Goh Khean Lee, Dr Mohamed Akhtar Bin Mohamed Ditali Qureshi and Anne Marie Loh Foong Han, there is no other person who is able to, directly or indirectly, jointly or severally, exercise control over our Company.

5.1.5 Other matters

Save as disclosed below and **Sections 5.2.4, 5.3.4 and 10.1** of this Prospectus, no amount has been paid or benefit given within the two (2) years preceding the date of this Prospectus, nor is it intended to be paid or given, to our Promoters and Substantial Shareholders:

	Audited			Between
	(1)FYE 2020	(1)FYE 2021	(2)4-month FPE 31 October 2021	1 November 2021 up to the LPD
	RM'000	RM'000	RM'000	RM'000
<u>Promoters and Substantial Shareholders</u>				
Dato' Dr Tan Huck Joo	2,666	3,439	420	-
Emeritus Professor Dato' Dr Goh Khean Lee	1,665	1,919	207	-
Dr Mohamed Akhtar Bin Mohamed Ditali Qureshi	1,060	1,191	161	-
Anne Marie Loh Foong Han	-	-	-	-
<u>Promoters</u>				
Dr Ramesh A/L K Gurunathan	691	688	125	-
Dr Ong Siew Kuen	380	835	76	-

Notes:

- (1) 80% of the consultancy and treatment fees billed by Cengild to patients were paid to the consultants for the professional services provided by the consultants to our patients pursuant to the agreements entered between Cengild and the consultants respectively, which have been terminated since the consultants have been employed as employees with effect from 1 September 2021.
- (2) 80% of the consultancy and treatment fees billed by Cengild to patients were paid to the consultants for the professional services provided by the consultants to our patients from 1 July 2021 to 31 August 2021 pursuant to the agreements entered between Cengild and the consultants respectively, which have been terminated since the consultants have been employed as employees with effect from 1 September 2021.

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

5.2 DIRECTORS

Our Board as at the LPD and the details of the date of expiration of the current term of office for each of our Directors and the period that each of our Directors has served in that office as at the LPD are as follows:

Name	Age	Nationality	Designation	Date of appointment	Date of expiry of current term of office ⁽¹⁾	No. of years in service
Dato' Dr Tan Huck Joo	53	Malaysian	Executive Chairman	3 February 2021	Subject to retirement by rotation at the AGM in 2022	1 year
Emeritus Professor Dato' Dr Goh Khean Lee	65	Malaysian	Executive Director	4 May 2021	Subject to retirement by rotation at the AGM in 2024	Less than 1 year
Dr Mohamed Akhtar Bin Mohamed Ditali Qureshi	60	Malaysian	Executive Director	4 May 2021	Subject to retirement by rotation at the AGM in 2024	Less than 1 year
Kua Choo Kai	62	Malaysian	Independent Non-Executive Director	4 May 2021	Subject to retirement by rotation at the AGM in 2023	Less than 1 year
Dr Chong Su-Lin	61	Malaysian	Independent Non-Executive Director	4 May 2021	Subject to retirement by rotation at the AGM in 2022	Less than 1 year
Dr Azrina Binti Abu Bakar	47	Malaysian	Independent Non-Executive Director	4 May 2021	Subject to retirement by rotation at the AGM in 2023	Less than 1 year

Note:

- (1) In accordance with our Constitution, all of our Directors shall retire from office at the conclusion of the first annual general meeting and an election of Directors shall take place each year at the annual general meeting of our Company. At the annual general meeting, 1/3 of our Directors for the time being, or, if their number is not three (3) or a multiple of three (3), then the number nearest to 1/3 shall retire from office and be eligible for re-election. This is provided always that all of our Directors shall retire from office once at least in each three (3) years but shall be eligible for re-election. A retiring Director shall retain office until the close of the meeting at which he/she retires.

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

5.2.1 Particulars and shareholdings

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

Name	Before IPO			After IPO		
	Direct		Indirect	Direct		Indirect
	No. of Shares	(1)%		No. of Shares	(2)%	
Dato' Dr Tan Huck Joo	134,728,570	22.45	-	(3)136,528,570	16.67	-
Emeritus Professor Dato' Dr Goh Khean Lee	58,383,121	9.73	-	(3)60,183,121	7.35	-
Dr Mohamed Akhtar Bin Mohamed Ditali Qureshi	55,627,438	9.27	-	(3)57,427,438	7.01	-
Kua Choo Kai	-	-	-	200,000	0.02	-
Dr Chong Su-Lin	-	-	-	200,000	0.02	-
Dr Azrina Binti Abu Bakar	-	-	-	200,000	0.02	-

Notes:

- (1) Calculated based on the issued share capital of 600,000,000 Shares after the Acquisition but before our IPO.
 - (2) Calculated based on the enlarged issued share capital of 818,800,000 Shares after our IPO.
 - (3) Assuming he will fully subscribe for his respective allocations under the Pink Form Allocations and assuming he/she does not apply for any excess IPO Shares.
- None of our Directors are representatives of any corporate shareholders.

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

5.2.2 Profiles of our Directors

The profiles of Dato' Dr Tan Huck Joo, Emeritus Professor Dato' Dr Goh Khean Lee and Dr Mohamed Akhtar Bin Mohamed Ditali Qureshi are set out in **Section 5.1.2** of this Prospectus. The profiles of our other Directors are as follows:

(i) **Kua Choo Kai**
Independent Non-Executive Director

Kua Choo Kai, Malaysian aged 62, is an Independent Director of our Group. He was appointed to the Board in 2021. He is the Chairperson of our Audit Committee and Remuneration Committee and a member of the Nominating Committee and Risk Management Committee.

He graduated from Monash University, Australia with a Bachelor of Economics in 1983. He later obtained a Master of Business Administration from the University of Bath (in association with The Malaysian Institute of Management) in 1995. He is a member of the Malaysian Institute of Accountants since 1988, a member of the Malaysian Institute of Certified Public Accountants since 1996 and a member of the Australian Society of Certified Practising Accountants (currently known as Chartered Practising Accountants, Australia) since 1983 and thereafter a fellow since 1998. He is also a member of the Association of Nutritional Medicine Practitioners, Malaysia since 2010 and a Certified Information Systems Auditor of the Information Systems Audit and Control Association from 2001 to 2020.

He began his career with Ernst & Whinney (Malaysia) (currently known as Ernst & Young PLT) in 1983 when he joined as a junior audit assistant. From 1983 to 1987 he held the position of junior audit assistant to audit senior where he was involved in several financial audits of clients in the plantation, manufacturing, retail and trading business. From 1987 to 1989, he was seconded to Ernst & Young's London office and held the position of computer audit senior to computer audit supervisor where he was involved in computer security review of mainframe computers and mini-computers of some of the largest computer installation in Europe. From 1989 to 1992, he held the position of an assistant manager to senior consulting manager in the management consultancy department and was also the project manager for various assignments in the areas of process improvement/transformation, strategic planning, organisation reviews and privatization feasibility studies. From 1993 to 1997, he held the position of a senior manager to principal where he was in charge of several financial and computer security engagements of large conglomerates and multinational corporations.

He was promoted to a partner in 1997 and underwent an expatriate secondment to Ernst & Young's London and Cleveland. He was involved in risk management services and business risk framework methodology development. From 1998 to 2005, he was the head of Ernst & Young (Malaysia) advisory services and was instrumental in the start-up of the risk and assurance business services in Ernst & Young (Malaysia). In 2005, he returned to assurance and was the engagement partner in charge of several large conglomerate and multinational corporations. In 2020, he retired as a partner of Ernst & Young (Malaysia) and continued as a consultant from July 2020 to December 2020 under Ernst & Young Advisory Services Sdn Bhd.

He was appointed as the independent non-executive director of REDtone Digital Berhad ("**REDtone**") in February 2022, a company listed on the ACE Market of Bursa Securities. Currently, he is the Chairman of Audit and Nomination Committee of REDtone and a member of Remuneration Committee of REDtone.

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

(ii) Dr Chong Su-Lin
Independent Non-Executive Director

Dr Chong Su-Lin, a Malaysian aged 61, is an Independent Director of our Group. She was appointed to the Board in 2021. She is the Chairperson of our Risk Management Committee, a member of the Audit Committee, Nominating Committee and Remuneration Committee.

She graduated with a Bachelor of Medicine and Bachelor of Surgery from the Royal Free School of Medicine, University of London (currently known as UCL Medical School, University of London), United Kingdom in 1984. She subsequently obtained a Master of Business Administration from the London Business School, University of London, United Kingdom in 1992.

She began her career in 1984 with the National Health Service as a registrar in general medicine in the United Kingdom where her responsibilities include the care of patients in various specialties including general medicine, respiratory, radiotherapy, renal medicine, haematological and oncological medicine. She left in 1990 to pursue her post-graduate studies. Upon completing her post-graduate degree in 1992, she joined Cambridge Pharma Consultancy Ltd as a management consultant in the area of 'pharmaco-economics' which is the scientific discipline that compares the value of one pharmaceutical drug or drug therapy to another. She was responsible for conducting analysis of clinical trial research on active pharmaceutical compounds, especially in oncology, for health economic modelling and justification for drug inclusion in European Union countries' drug reimbursement.

She left the company at the end of 1994 and returned to Malaysia the following year. Upon her return to Malaysia, she joined Subang Jaya Medical Centre in 1995 as a management trainee under the administrative residency programme. She was later promoted to the role of director of ancillary services in 1996 where she was responsible for overseeing the medical centre's ancillary services comprising amongst others, the laboratory, radiology and pharmacy services.

She left Subang Jaya Medical Centre to join the International Medical University in 1999 as a project chief executive officer, where she was responsible for overseeing the renovation and construction of the university's campuses in Bukit Jalil and Seremban. Dr Chong Su-Lin was then invited to join Sunway Medical Centre as its chief executive officer in 2000 where she was involved in the business and physical expansion of the hospital's business and creation of additional facilities such as inpatient wards, consultation clinics and the relevant support services. During her 11-year tenure in Sunway Medical Centre, she undertook the master planning for a proposed cancer centre and the addition of another larger hospital block and services to complement and support the Jeffrey Cheah School of Medicine, Monash University Malaysia.

In 2010, Dr Chong Su-Lin was invited to be part of the National Key Economic Areas ("NKEA") blueprint planning by the Malaysian Government and spearheaded by Performance Management and Delivery Unit, part of the Prime Minister's Department. Dr Chong Su-Lin was appointed 'Lab' leader for the healthcare NKEA, working with participants from both private and public sectors to develop the strategic plans to encourage growth in the larger healthcare eco-system and thus contribute to Malaysia's gross domestic product plan for a "high-income nation".

In 2011, she left Sunway Medical Centre and joined Health PDM Sdn Bhd in the same year as a consultant where she provided management consultancy services in the planning, design and management of private hospitals. One of the projects included the review of operational and clinical due diligence of Prince Court Medical Centre in Kuala Lumpur, which she subsequently joined, as its interim chief executive officer and become the permanent chief executive officer in 2012. Her responsibilities were

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

primarily involved business turnaround and implementation of strategies to expand the business.

Dr Chong Su-Lin left in 2016 to join Beacon Hospital Sdn Bhd (formerly known as Beacon International Specialist Centre Sdn Bhd) as an executive director responsible for overseeing the growth and restructuring strategies of the hospital. She left the hospital in 2017 and acted as a consultant in HealthPDM Sdn Bhd, a company she founded in 2011. In 2018, she was appointed as the chief executive officer, Healthcare at International Medical University in the University's healthcare arm, and plan for the implementation of its new hospital. She left International Medical University in 2020.

In 2017, Dr Chong Su-Lin was appointed as an independent non-executive director of AIA Berhad. In 2018, Dr Chong Su-Lin was appointed as a director of Hospis Malaysia where she is responsible for reviewing business performance, fund raising activities and achievements as well as patient care and financial reports. Subsequently in 2020, Dr Chong Su-Lin was appointed as a director of Naluri Hidup Sdn Bhd, where she is responsible for the review of business performance and financial reports.

(iii) **Dr Azrina Binti Abu Bakar** *Independent Non-Executive Director*

Dr Azrina Binti Abu Bakar, a Malaysian aged 47, is an Independent Director of our Group. She was appointed to the Board in 2021. She is the Chairperson of our Nominating Committee and a member of the Audit Committee, Remuneration Committee and Risk Management Committee.

She graduated from Universiti Sains Malaysia, Malaysia with a Bachelor of Medicine and Surgery in 1999. She subsequently obtained a Master of General Surgery from the Universiti Kebangsaan Malaysia, Malaysia in 2007.

She is also a founding member of the Malaysian Upper Gastrointestinal Surgical Society since its inception in 2013.

She began her career in 1999 when she joined the MOH as a houseman based in Sarawak General Hospital in Kuching as part of her housemanship training. In the year 2000, she was transferred to Miri Hospital, Sarawak as a medical officer in the obstetrics and gynaecology and later in the general surgery department.

In 2003, she was transferred to Tuanku Ja'afar Hospital in Seremban, Negeri Sembilan as a medical officer where she started her four-year out-campus Master's program under Universiti Kebangsaan Malaysia. In 2004, she went for attachment in Kuala Lumpur Hospital and Hospital Canselor Tuanku Muhriz (formerly known as Hospital Universiti Kebangsaan Malaysia) as a medical officer in neurosurgery, paediatric surgery and plastic surgery as part of the Master program. In 2005, she returned to Tuanku Ja'afar Hospital in Seremban and continued her 3rd and 4th year Master's program as a medical officer.

After completing her Master's program in 2007, she joined Tuanku Ampuan Najihah Hospital in Kuala Pilah, Negeri Sembilan as a specialist leading the general surgery department. She left in 2009 and joined Tuanku Ja'afar Hospital in Seremban for post graduate study (a fellowship program) as a specialist in training for the upper gastrointestinal surgeries where she worked as a general surgeon and training in upper gastrointestinal surgery at the same time. In 2011, she left the hospital and joined the Prince of Wales Hospital in Shatin, Hong Kong as a fellow as part of her upper gastrointestinal training. She returned to Malaysia in 2012 and was attached to Tuanku Ja'afar Hospital in Seremban as a specialist in the general and upper gastrointestinal division in the surgical department where she was responsible for doing general surgical work as well as upper gastrointestinal surgery. She left MOH in 2018 and subsequently joined Sunway Medical Centre as a specialist in the general and upper gastrointestinal surgery.

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

5.2.3 Principal directorships and principal business activities performed outside our Group

Save as disclosed below, none of our Directors has any other principal directorship and/or principal business activities performed outside our Group within the past five (5) years up to the LPD:

(a) Dato' Dr Tan Huck Joo

Company name	Principal business activities	Position held	Date of appointment	Date of resignation	Equity interest held	
					Direct	Indirect
<u>Present directorships/shareholdings/Other business involvements outside our Group</u>						
Blue Valley Eco Garden Sdn Bhd	Property development.	Director/ Shareholder	8 October 2013	-	20.0	-
Cardiac Care ⁽¹⁾	Activities of holding companies; specialised medical services; to set up a specialist medical practice and to provide consultancy on the medical treatment in treating heart-related disorder and issues.	Director	10 August 2020	-	-	-
Cengild Investors	Investment holding for shares ⁽²⁾	Shareholder	-	-	2.3	-
Cengild Partners	Investment holding for shares ⁽²⁾	Director/ Shareholder	22 January 2016	-	41.6	-
Istilah Makmur Sdn Bhd	Investment holding for development of land.	Director/ Shareholder	25 May 2015	-	8.3	-
Kirby Development Sdn Bhd	The property investment and also involved in the property development and provision of professional advisory and consultancy services for civil engineering and environmental works.	Director/ Shareholder	19 April 2013	-	50.0	-
Saujana Lakeview Development Sdn Bhd	Property development	Director/ Shareholder	22 April 2014	-	25.0	-
Saujana Prima Development Sdn Bhd	Property development	Director/ Shareholder	20 September 2011	-	20.0	-
Symphony Surplus Sdn Bhd	Investment holding for development of land	Director/ Shareholder	16 January 2014	-	50.0	-
Trident Treasury Sdn Bhd	Property development	Director	3 November 2015	-	-	-

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

Company name	Principal business activities	Position held	Date of appointment	Date of resignation	Equity interest held	
					Direct	Indirect
UNCKL ⁽³⁾	Activities of holding companies; specialised medical services; and to set up a specialist medical practice as Urologist and to provide consultancy on the medical treatment relating to the function and disorders of urinary system. Currently, UNCKL is dormant.	Director	18 December 2020	-	-	-
<u>Past directorships/shareholdings/Other business involvements outside our Group</u>						
DRT Liver Gut Sdn Bhd ⁽⁴⁾	General medical services	Director/ Shareholder	23 October 2003	-	99.8	-
Harbour View Development Sdn Bhd	Buying, selling, renting and operating of self-owned or leased real estate - residential buildings	Director	21 August 2014	19 May 2020	-	-

Notes:

- (1) A joint venture of Cengild, being our subsidiary.
- (2) The company is one of the Cengild Vendors that held shares in Cengild prior to the Acquisition. Cengild Investors and Cengild Partners do not hold any investments in other companies apart from the shares in Cengild prior to the Acquisition.
- (3) An associated company of Cengild, being our subsidiary.
- (4) The company has been dissolved on 10 November 2021.

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

(b) Emeritus Professor Dato' Dr Goh Khean Lee

Company name	Principal business activities	Position held	Date of appointment	Date of resignation	Equity interest held	
					Direct	Indirect
					%	%
<u>Present directorships/shareholdings/Other business involvements outside our Group</u>						
Cengild Investors	Investment holding for shares ⁽¹⁾	Shareholder	-	-	3.1	-
Cengild Partners	Investment holding for shares ⁽¹⁾	Director/ Shareholder	22 January 2016	-	16.3	-

Note:

- (1) The company is one of the Cengild Vendors that held shares in Cengild prior to the Acquisition. Cengild Investors and Cengild Partners do not hold any investments in other companies apart from the shares in Cengild prior to the Acquisition.

(c) Dr Mohamed Akhtar Bin Mohamed Ditali Qureshi

Company name	Principal business activities	Position held	Date of appointment	Date of resignation	Equity interest held	
					Direct	Indirect
% %						
<u>Present directorships/shareholdings/Other business involvements outside our Group</u>						
Cengild Partners	Investment holding for shares ⁽²⁾	Director/ Shareholder	9 September 2016	-	17.9	-
Intra Info Sdn Bhd	Investment holding for property	Director/ Shareholder	18 August 2010	-	50.0	-
UNCKL Sdn Bhd ⁽¹⁾	Activities of holding companies; specialised medical services; and to set up a specialist medical practice as Urologist and to provide consultancy on the medical treatment relating to the function and disorders of urinary system. Currently, UNCKL is dormant.	Director	18 December 2020	-	-	-

Past directorships/shareholdings/Other business involvements outside our Group

Qureshi Surgical Sdn Bhd ⁽³⁾	Specialised medical services	Director/ Shareholder	29 October 2002	-	50.0	-	-
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5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (Cont'd)

Notes:

- (1) An associated company of Cengild, being our subsidiary.
- (2) The company is one of the Cengild Vendors that held shares in Cengild prior to the Acquisition. Cengild Investors and Cengild Partners do not hold any investments in other companies apart from the shares in Cengild prior to the Acquisition.
- (3) The company has been dissolved on 10 November 2021.

(d) Kua Choo Kai

Company name	Principal business activities	Position held	Date of appointment	Date of resignation	Equity interest held	
					Direct	Indirect
% %						
<u>Present directorships/shareholdings/Other business involvements outside our Group</u>						
Atn Strategic Group Sdn Bhd	To operate as a strategic investment company in health, nutritional and wellness related business, provide management and advisory and related support services to investee companies	Alternate director	16 December 2020	-	-	-
Ernst & Young Offshore Services Sdn Bhd	Property Investment	Shareholder	-	-	50.0	-
REDtone Digital Berhad	Investment holding and the provision of management services to its subsidiary companies.	Independent Non-Executive Director	14 February 2022	-	-	-
<u>Past directorships/shareholdings/Other business involvements outside our Group</u>						
B4ITHappens Sdn Bhd	Provision of health and wellness services applying nutritional, supplementation and other complimentary methods and sale of related products	Director	30 November 2015	26 May 2017	-	-
Ernst & Young Offshore Services Sdn Bhd	Property Investment	Director	2 July 2003	28 July 2020	-	-

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

(e) Dr Chong Su-Lin

Company name	Principal business activities	Position held	Date of appointment	Date of resignation	Equity interest held	
					Direct	Indirect
					%	%
<u>Present directorships/shareholdings/Other business involvements outside our Group</u>						
AIA Berhad	Underwriting of life insurance business, including investment-linked business and all classes of general insurance business	Independent Non-Executive Director	18 December 2017	-	-	-
HealthPDM Sdn Bhd	Adviser and consultant for healthcare and medical education	Director/ Shareholder	31 May 2018	-	100.0	-
Helix Bio Sdn Bhd	Investment holding involved in the business of post-acute care facilities	Director	10 August 2017	-	-	-
Hospis Malaysia	To inspire interest in providing the special care needed by terminally ill patients and their families	Director	21 June 2018	-	-	-
Naluri Hidup Sdn Bhd	Provision of digital health and wellness therapeutic services and behavioural change management programmes that reduces risk of contracting chronic diseases	Director	28 August 2020	-	-	-

Past directorships/shareholdings/Other business involvements outside our Group

Beacon Hospital Sdn Bhd	Operation medical centre	Director	24 June 2016	31 May 2017	-	-
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As at the LPD, the directorships of our Directors in other companies are in compliance with the Listing Requirements.

The involvement of our Executive Directors in other directorships or business activities outside our Group as set out above, is not expected to require a significant amount of their time as their directorship in other companies mainly require them to attend board of director's meetings. Further, in respect of our Executive Chairman, Dato' Dr Tan Huck Joo, the companies held by him outside our Group such as Blue Valley Eco Garden, Kirby Development Sdn Bhd, Saujana Lakeview Development Sdn Bhd, Saujana Prima Development Sdn Bhd and Trident Treasure Sdn Bhd which are involved in property development are managed by their respective management team. Hence, their involvement in other directorships or business activities outside our Group as set out above does not affect their ability to perform their executive roles and responsibilities to our Group and is not expected to affect their contributions to our Group.

Please refer to **Section 11** of this Prospectus for details of conflict of interest between our Group and our Directors and Substantial Shareholders.

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

5.2.4 Directors' remuneration and benefits

The aggregate remuneration and material benefits-in-kind paid and proposed to be paid to our Directors for services rendered in all capacities to our Company for FYE 2021 and FYE 2022 are as follows:

Paid for FYE 2021	Directors' fees	Salaries	Bonuses	Allowances	Benefit-in-kind	(1)Others		Total
						RM'000	RM'000	
Dato' Dr Tan Huck Joo	-	-	-	-	-	3,439	3,439	3,439
Emeritus Professor Dato' Dr Goh Khean Lee	-	-	-	-	-	1,919	1,919	1,919
Dr Mohamed Akhtar Bin Mohamed Ditali Qureshi	-	-	-	-	-	1,191	1,191	1,191
Kua Choo Kai	7	-	-	2	-	-	-	9
Dr Chong Su-Lin	7	-	-	2	-	-	-	9
Dr Azrina Binti Abu Bakar	7	-	-	2	-	-	-	9

Note:

- (1) 80% of the consultation and treatment fees billed by Cengild to patients were payable to the consultants in relation to the consultation services rendered to patients at our medical centre pursuant to the agreements entered between Cengild and the consultants respectively, which have been terminated since the consultants have been employed as employees with effect from 1 September 2021.

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

Proposed for FYE 2022	Directors' fees	(1)Salaries, EPF and SOCSO	(2)Bonuses, EPF and SOCSO	Allowances	Benefit-in-kind	(3)Others	Total
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
Dato' Dr Tan Huck Joo	-	2,500	(4)652	-	-	420	(4)3,572
Emeritus Professor Dato' Dr Goh Khean Lee	-	400	(4)-	-	-	207	(4)607
Dr Mohamed Akhtar Bin Mohamed Ditali Qureshi	-	800	(4)169	-	-	161	(4)1,130
Kua Choo Kai	45	-	-	7	-	-	52
Dr Chong Su-Lin	45	-	-	6	-	-	51
Dr Azrina Binti Abu Bakar	45	-	-	5	-	-	50

Notes:

- (1) The monthly salaries of Dato' Dr Tan Huck Joo, Emeritus Professor Dato' Dr Goh Khean Lee and Dr Mohamed Akhtar Bin Mohamed Ditali Qureshi are fixed with effect from 1 September 2021 after taking into consideration their past contribution to our revenue for consultant services segment.
- (2) Dato' Dr Tan Huck Joo, Emeritus Professor Dato' Dr Goh Khean Lee and Dr Mohamed Akhtar Bin Mohamed Ditali Qureshi as our employee consultants are entitled to performance-based bonus such that their monthly remuneration (comprising the monthly salary and performance-based bonus) is 80% of the consultation and treatment fees we have billed and collected from our patients, which will be paid on a monthly basis.
- (3) 80% of the consultation and treatment fees billed by Cengild to patients were payable to the consultants in relation to the consultation services rendered to patients at our medical centre from 1 July 2021 to 31 August 2021 pursuant to the agreements entered between Cengild and the consultants respectively, which have been terminated since the consultants have been employed as employees with effect from 1 September 2021.
- (4) Excluding the performance based bonuses which will be paid to our Executive Directors subsequent to the LPD.

As set out in **Section 11.1.3** of this Prospectus, Dato' Dr Tan Huck Joo, Emeritus Professor Dato' Dr Goh Khean Lee and Dr Mohamed Akhtar Bin Mohamed Ditali Qureshi as our employee consultants may perform consultation and undertake treatments for their patients in other medical centres. Pursuant to the employment agreements and deeds of assignment they have entered into with Cengild, with effect from 1 September 2021:

- they will assign to our Group all the income earned by them in other medical centres; and
- our Group will pay them 80% of the income earned by them in other medical centres.

The net amount of income retained by our Group is recognised under our other income. Please refer to **Section 10.1** of this Prospectus for further details.

The remuneration for our Directors must be reviewed and recommended by our Remuneration Committee and subsequently, be approved by our Board. Any change in Director's fees as set out in our Constitution must be approved by our shareholders pursuant to an ordinary resolution passed at a general meeting where appropriate notice of the proposed changes should be given. Please refer to **Section 15.2** of this Prospectus for further details.

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

5.3 KEY SENIOR MANAGEMENT

5.3.1 Particulars and shareholdings

Our Key Senior Management is set out below:

Name	Age	Designation
Dato' Dr Tan Huck Joo	53	Executive Chairman and Medical Director
Emeritus Professor Dato' Dr Goh Khean Lee	65	Executive Director, Head of Medical Advisory Board and Head of Endoscopy
Dr Mohamed Akhtar Bin Mohamed Ditali Qureshi	60	Executive Director, Head of Operating Theatre and Central Sterile Supply Department
Dr Ramesh A/L K Gurnathan	55	Head of Department, Inpatient
Dr Ong Siew Kuen	54	Head of Department, Medicine
Dr Mustafa Mohammed Taher	45	Head of Department, Outpatient
Yap Soh Kim	58	Chief Executive Officer
Cheah Wen Lih	50	Senior Finance Manager

The details of our Key Senior Management and their respective shareholdings in our Company before and after our IPO assuming that our Key Senior Management fully subscribe for their respective allocations under the Pink Form Allocations are as follows:

Name	Before IPO				After IPO			
	Direct		Indirect		Direct		Indirect	
	No. of Shares	(1)%	No. of Shares	(1)%	No. of Shares	(2)%	No. of Shares	(2)%
	'000		'000		'000		'000	
Dato' Dr Tan Huck Joo	134,729	22.45	-	-	136,529	16.67	-	-
Emeritus Professor Dato' Dr Goh Khean Lee	58,383	9.73	-	-	60,183	7.35	-	-
Dr Mohamed Akhtar Bin Mohamed Ditali Qureshi	55,627	9.27	-	-	57,427	7.01	-	-
Dr Ramesh A/L K Gurnathan	37,986	6.33	-	-	39,786	4.86	-	-
Dr Ong Siew Kuen	26,095	4.35	-	-	27,895	3.41	-	-
Dr Mustafa Mohammed Taher	-	-	(3)36,191	6.03	1,800	0.22	(3)36,191	4.42
Yap Soh Kim	1,546	0.26	-	-	1,796	0.22	-	-
Cheah Wen Lih	387	0.06	-	-	512	0.06	-	-

Notes:

- (1) Based on the issued share capital of 600,000,000 Shares after the Acquisition but before our IPO.
- (2) Based on the enlarged issued share capital of 818,800,000 Shares after our IPO.
- (3) Deemed interested by virtue of his interest in Medic Quest pursuant to Section 8(4) of the Act.

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

5.3.2 Profiles of our Key Senior Management

The profiles of Dato' Dr Tan Huck Joo, Emeritus Professor Dato' Dr Goh Khean Lee, Dr Mohamed Akhtar Bin Mohamed Ditali Qureshi, Dr Ramesh A/L K Gurunathan and Dr Ong Siew Kuen are set out in **Section 5.1.2** of this Prospectus. The profiles of our other Key Senior Management are as follows:

(i) Dr Mustafa Mohammed Taher
Head of Department, Outpatient

Dr Mustafa Mohammed Taher, an Iraqi and Malaysian permanent resident aged 45, is a substantial shareholder of our Group and he was appointed as the Head of Department, Outpatient of our medical centre on 1 May 2021. He is also responsible for the strategic direction of the outpatient department as well as for the development and implementation of adequate policies and procedures for the outpatient department.

Dr Mustafa Mohammed Taher graduated from the College of Medicine, Baghdad University in Baghdad, Iraq with a Bachelor of Medicine and Bachelor of Surgery in 2000. He subsequently obtained a Master of Surgery from the Universiti Kebangsaan Malaysia in 2012, as well as a Master of Upper Gastro-Intestinal & Bariatric Surgery in 2015.

He is a member of the Parenteral and Enteral Nutrition Society of Malaysia since 2009, Malaysian Upper Gastrointestinal Surgical Society since 2013, Malaysia Metabolic & Bariatric Surgical Society since 2013, the International Federation for the Surgery of Obesity and Metabolic Disorders since 2014 as well as the Society of Endoscopic and Laparoscopic of Surgery Malaysia since 2015. Further, he is also a fellow of the Fellowship of Upper Gastro-Intestinal and Bariatric Division of Hospital Universiti Kebangsaan Malaysia (currently known as Hospital Canselor Tuanku Muhriz) since 2012 to 2015.

He began his career in 2000 with the Ministry of Health of Iraq as a medical officer in General Medicine and Surgery as part of his training. He thereafter began his employment in Malaysia in 2008 with the Hospital Universiti Kebangsaan Malaysia (currently known as Hospital Canselor Tunku Muhriz), which is a teaching hospital under the purview of Ministry of Higher Education as a general surgeon as part of his Masters of General Surgery training, and was subsequently promoted to the position of consultant general surgeon in the year 2012.

Concurrently in 2008, he joined Hospital Universiti Kebangsaan Malaysia (currently known as Hospital Canselor Tuanku Muhriz) as a Master of Surgery in between 2008 and 2012 as part of his Master's program under the Universiti Kebangsaan Malaysia and thereafter remained as a general surgeon between 2012 and 2015, where he was responsible for the care of acute and elective surgical patients. Thereafter, he was promoted as a consultant general, upper gastrointestinal and obesity surgeon from 2015 up to 2019. In 2018, he also joined iHeal Medical Centre as a consultant general surgeon where he is responsible for the care of acute and elective surgical patients, a position he still holds today.

He left Hospital Canselor Tuanku Muhriz in 2019 and joined our medical centre as a consultant general, upper gastrointestinal and obesity surgeon where he was responsible for the care of acute and elective surgical patients.

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

(ii) **Yap Soh Kim**
Chief Executive Officer

Yap Soh Kim, a Malaysian aged 58, is our chief executive officer. She is responsible in the planning, monitoring, managing direction, and coordinating day-to-day business operations of the medical centre and to ensure compliance of the relevant regulations by the regulatory bodies such as the renewal of the licenses and approvals required for the operation of our medical centre as well as the implementation of the hospital policies and procedures set by our Medical Director. She is also involved in working with key management staff in planning and managing internal control standard practices and procedures.

She obtained her Certificate of Private Secretarialship from Stamford College, Malaysia in 1993.

She began her career in 1983 in MUI Bank Berhad (now known as Hong Leong Bank Berhad), attached to Foreign Exchange and Money Market Department as an administrative assistant. She was responsible in ensuring all the daily contract of the foreign exchange and money market deals are attended to in a timely and accurate manner and properly stored. In 1984, she was assigned as a personal assistant to the advisor of international banking division. Part of her role was to maintain effective records and administration, act as an information and reference point for the advisor and staff within the division. During this time, she also assisted in providing day to day operational support to trade finance department which includes taking on the task to set up meetings with local and foreign bank representatives who has business interest partnership.

In 1990, she was promoted to confidential secretary and was assigned to assist the assistant general manager of foreign exchange & money market department and credit evaluation department. She undertook all the coordination and management of the administration portfolio of both departments. She left the bank in 1996.

In 1996, she worked as a confidential secretary in Subang Jaya Medical Centre, and subsequently promoted to executive secretary in 1997 where she was involved in organising and managing all activities of the chief operating officer and chief executive officer's offices. She was promoted to assistant manager (front office) in 1998 where she assisted in overseeing the running of day-to-day operations of the department, mitigating potential risk and providing solutions to the operational needs. She was subsequently promoted to manager (front office) in 2001 where her responsibilities included management of human resources of the department, developed short term and long term plans that relates to the department needs and maintain the safety of the working environment.

She left Subang Jaya Medical Centre in 2010 and joined Sunway Medical Centre Sdn Bhd in 2011 as a senior manager (business office), where she led a team of staff managing the development and integration of front office operations and capabilities and strengthening the revenue management of Sunway Medical Centre. In 2017, she was promoted to assistant director where her role included formulation of strategies to improve the effectiveness and efficiency of the department, review policies to further strengthen the internal control of the service and work flow. She left Sunway Medical Centre Sdn Bhd in 2017 and subsequently joined our medical centre in the same year where she assumed her current position as the chief executive officer.

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

(iii) **Cheah Wen Lih** *Senior Finance Manager*

Cheah Wen Lih, a Malaysian aged 50, is our Senior Finance Manager. She is responsible for overseeing the activities relating to accounts, treasury, and purchasing in the finance department. Additionally, she is responsible for budget planning and providing the management support by offering insights and financial advice. She is also involved in monitoring compliance of financial processes with statutory and regulatory mandates, accounting standards, and company policies and procedures.

She obtained her qualification in Association of Chartered Certified Accountants (ACCA) in 2002. She was admitted as a member of the ACCA in 2004, and has been a member of the Malaysian Institute of Accountants since 2004 and a fellow member of ACCA since 2009. In 2020, she obtained her Master of Business Administration (MBA) from Universiti Tunku Abdul Rahman.

She began her career with Lee, Song & Co. as audit assistant in 1993 where she was responsible for reporting on audit findings, preparing financial reports, and completing all the tasks assigned by the senior auditor. She left Lee, Song & Co in 1994 and joined STI Trading Sdn Bhd in 1995 as accounts clerk and subsequently promoted to accounts assistant in 1996 where her main responsibilities include handling full set of accounts, including processing and recording transactions and preparing reports. She was also responsible for overseeing foreign trade transaction such as payment by negotiable instruments. She left the company in 1997.

In 1998, she joined Ernst & Young as finance assistant and subsequently promoted to accounts officer in 2000. Her main duties and responsibilities included monthly payroll preparation in compliance with statutory deductions, maintaining fixed assets and lease assets registers, preparing monthly journals and schedules on depreciation charges, monthly leasing rental reports, maintaining and reconciling leasing bank accounts. She left the firm in 2000 to further her studies in ACCA.

In 2001, she joined Transfield Projects (M) Sdn Bhd as accounts executive. She was responsible for the preparation of year end schedules for audit purposes, full set of accounts for dormant companies, inter-company and bank reconciliation, year-end packages and schedule for the headquarter office in Australia. She left the company in 2002. In 2003, she joined Yun Nam Hair Care (M) Sdn Bhd as assistant accountant where her main responsibilities included handling full set of accounts, verifying the cash transactions, computation of sales commission and disbursement claims as well as preparing the monthly management reports.

In 2003, she joined United Far Eastern Holdings Sdn Bhd as accountant where she was responsible for revaluation of assets and reassessment of liabilities and development and maintenance of an efficient financial accounting system. She was promoted as finance manager in 2005. She left the company in 2009 and joined D&M Services Sdn Bhd in 2010 as an Accountant. She left D&M Services Sdn Bhd in the same year, and joined Julung Prestasi Sdn Bhd in 2010 as a finance manager, where she was responsible for the day-to-day operations of the finance department. She left the company in 2015. In 2015, she started CWL & Co where she provided advisory and consultancy services as a sole proprietor. CWL & Co was terminated subsequently in 2016.

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

In 2016, she joined Grand Central Enterprises Bhd as a financial consultant, where her responsibilities include assisting the company's group accountant to supervise and oversee the finance department of operating company such as monitoring accounts, financial reporting and year-end statutory, budget planning. In addition, she also assisted the chief financial officer in the development, implementation and documentation of internal control procedures and policies. She left her position in 2019 to enrol in a MBA programme, which she completed in 2020.

Upon completion of her MBA programme, she joined Sing Foong Niap Engineering Sdn Bhd as administrative and finance manager in 2020, where she was responsible amongst others, organising training course for the directors and key management of the company. She left the company shortly to pursue a position in finance role and subsequently joined our Company in July 2020 as the finance manager. She was subsequently promoted to senior finance manager in July 2021.

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

5.3.3 Principal directorships and principal business activities performed outside our Group

Save as disclosed below and the present directorship/ shareholdings, previous directorships and the involvement in principal business outside our Group of Dato' Dr Tan Huck Joo, Emeritus Professor Dato' Dr Goh Khean Lee and Dr Mohamed Akhtar Bin Mohamed Ditali Qureshi as set out in **Section 5.2.3** of this Prospectus, none of our other Key Senior Management has any other principal directorship and/or principal business activities performed outside our Group within the past five (5) years up to the LPD:

(a) Dr Ramesh A/L K Gurunathan

Company name	Principal business activities	Position held	Date of appointment	Date of resignation	Equity interest held	
					Direct	Indirect
%						
<u>Present directorships/shareholdings/Other business involvements outside our Group</u>						
Cengild Investors	Investment holding for shares ⁽²⁾	Shareholder	-	-	1.4	-
Cengild Partners	Investment holding for shares ⁽²⁾	Shareholder	-	-	11.1	-
<u>Past directorships/shareholdings/Other business involvements outside our Group</u>						
Lesha Sdn Berhad ⁽¹⁾	Specialised medical services	Director / Shareholder	14 February 2011	-	50.0	-

Note:

- (1) The company has been dissolved on 23 February 2022.
- (2) The company is one of the Cengild Vendors that held shares in Cengild prior to the Acquisition. Cengild Investors and Cengild Partners do not hold any investments in other companies apart from the shares in Cengild prior to the Acquisition.

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

(b) Dr Ong Siew Kuen

Company name	Principal business activities	Position held	Date of appointment	Date of resignation	Equity interest held	
					Direct	Indirect
					%	%
<u>Present directorships/shareholdings/Other business involvements outside our Group</u>						
Cengild Investors	Investment holding for shares ⁽¹⁾	Shareholder	-	-	0.9	-
Cengild Partners	Investment holding for shares ⁽¹⁾	Shareholder	-	-	7.7	-
Seven Acres Sdn Bhd	Property investment holding	Director/ Shareholder	11 June 2004	-	80.0	-

Note:

(1) The company is one of the Cengild Vendors that held shares in Cengild prior to the Acquisition. Cengild Investors and Cengild Partners do not hold any investments in other companies apart from the shares in Cengild prior to the Acquisition.

(c) Dr Mustafa Mohammed Taher

Company name	Principal business activities	Position held	Date of appointment	Date of resignation	Equity interest held	
					Direct	Indirect
					%	%
<u>Present directorships/shareholdings/Other business involvements outside our Group</u>						
Medic Quest	Any other professional, scientific and technical activities; general medical services; other retail sale in non-specialised stores*	Director / Shareholder	20 February 2020	-	50.0	-

Note:

* Medic Quest is holding Cengild Medical Shares and does not hold investments in any other companies. It is also involved in organising and hosting of non-profit events and trainings for patients and former patients of Dr Mustafa Mohammed Taher. Such events and trainings are fitness classes or social gatherings that are meant to function as a support group for patients, and are non-profit.

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

(d) Yap Soh Kim

Company name	Principal business activities	Position held	Date of appointment	Date of resignation	Equity interest held	
					Direct	Indirect
					%	%
<u>Present directorships/shareholdings/Other business involvements outside our Group</u>						
Cengild Investors	Investment holding for shares ⁽¹⁾	Shareholder	-	-	0.6	-
Eating Delights Sdn Bhd	Restaurants and restaurant cum night clubs; buying, selling, renting and operating of self-owned or leased real estate land; wholesale of a variety of goods without any particular specialisation	Director / Shareholder	19 February 2016	-	25.0	-

Note:

- (1) The company is one of the Cengild Vendors that held shares in Cengild prior to the Acquisition. Cengild Investors and Cengild Partners do not hold any investments in other companies apart from the shares in Cengild prior to the Acquisition.

(e) Cheah Wen Lih

Company name	Principal business activities	Position held	Date of appointment	Date of resignation	Equity interest held	
					Direct	Indirect
					%	%
<u>Present directorships/shareholdings/Other business involvements outside our Group</u>						
Cengild Investors	Investment holding for shares ⁽¹⁾	Shareholder	-	-	0.15	-

Note:

- (1) The company is one of the Cengild Vendors that held shares in Cengild prior to the Acquisition. Cengild Investors and Cengild Partners do not hold any investments in other companies apart from the shares in Cengild prior to the Acquisition.

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

The involvement of our Key Senior Management in other directorships or business activities outside our Group as set out above, is not expected to require a significant amount of their time or attention, as these companies are mainly investment holding. In respect of Dr Mustafa Muhammed Taher, the events or trainings conducted by him through Medic Quest are non-profitable and are for his patients and former patients. Hence, their involvement in other directorships or business activities outside our Group as set out above does not affect their ability to perform their executive roles and responsibilities to our Group. Our Key Senior Management are full time employees of our Group and are principally involved in our Group's day-to-day operations.

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

5.3.4 Key Senior Management's remuneration and benefits

The aggregate remuneration and material benefits-in-kind paid and proposed to be paid to Dato' Dr Tan Huck Joo, Emeritus Professor Dato' Dr Goh Khean Lee and Dr Mohamed Akhtar Bin Mohamed Ditali Qureshi for services rendered in all capacities to our Group for FYE 2021 and FYE 2022 are set out in **Section 5.2.4** of this Prospectus.

The aggregate remuneration and material benefits-in-kind paid and proposed to be paid (in bands of RM50,000) to our other Key Senior Management for services rendered in all capacities to our Group for FYE 2021 and FYE 2022 are as follows:

FYE 2021 (Actual)	Remuneration (including EPF and SOC SO) (in bands of RM50,000)	⁽¹⁾Others (in bands of RM50,000)	Total (in bands of RM50,000)
	RM	RM	RM
Dr Ramesh A/L K Gurunathan	-	650,001 - 700,000	650,001 - 700,000
Dr Ong Siew Kuen	-	800,001 - 850,000	800,001 - 850,000
Dr Mustafa Mohammed Taher	-	6,100,001 - 6,150,000	6,100,001 - 6,150,000
Yap Soh Kim	400,001 - 450,000	-	400,001 - 450,000
Cheah Wen Lih	100,001 - 150,000	-	100,001 - 150,000

Note:

- (1) The fees paid by Cengild to the consultants in relation to the consultation services rendered to patients at our medical centre pursuant to the agreements entered between Cengild and the consultants respectively, which have been terminated since the consultants have been employed as employees with effect from 1 September 2021.

Proposed for FYE 2022	Remuneration (including EPF and SOC SO) (in bands of RM50,000)	Others (in bands of RM50,000)	Total (in bands of RM50,000)
	RM	RM	RM
Dr Ramesh A/L K Gurunathan	⁽¹⁾ 350,001 - 400,000	⁽³⁾ 100,001 - 150,000	500,001 - 550,000
Dr Ong Siew Kuen	⁽¹⁾ 350,001 - 400,000	⁽³⁾ 50,001 - 100,000	450,001 - 500,000
Dr Mustafa Mohammed Taher	⁽¹⁾ 2,450,001 - 2,500,000	⁽³⁾ 1,000,001 - 1,050,000	3,500,001 - 3,550,000
Yap Soh Kim	⁽²⁾ 450,001 - 500,000	-	450,001 - 500,000
Cheah Wen Lih	⁽²⁾ 200,001 - 250,000	-	200,001 - 250,000

Notes:

- (1) The amounts are monthly salaries (including EPF and SOC SO) that have been fixed after taking into consideration their past contribution to our revenue for consultant services segment. In addition, they are also entitled to performance-based bonus such that their monthly remuneration (comprising the monthly salary and performance-based bonus) is 80% of the consultation and treatment fees we have billed and collected from our patients.

As set out in **Section 11.1.3** of this Prospectus, Dr Ramesh A/L K Gurunathan, Dr Ong Siew Kuen and Dr Mustafa Mohammed Taher as our employee consultants may perform consultation and undertake treatments for their patients in other medical

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

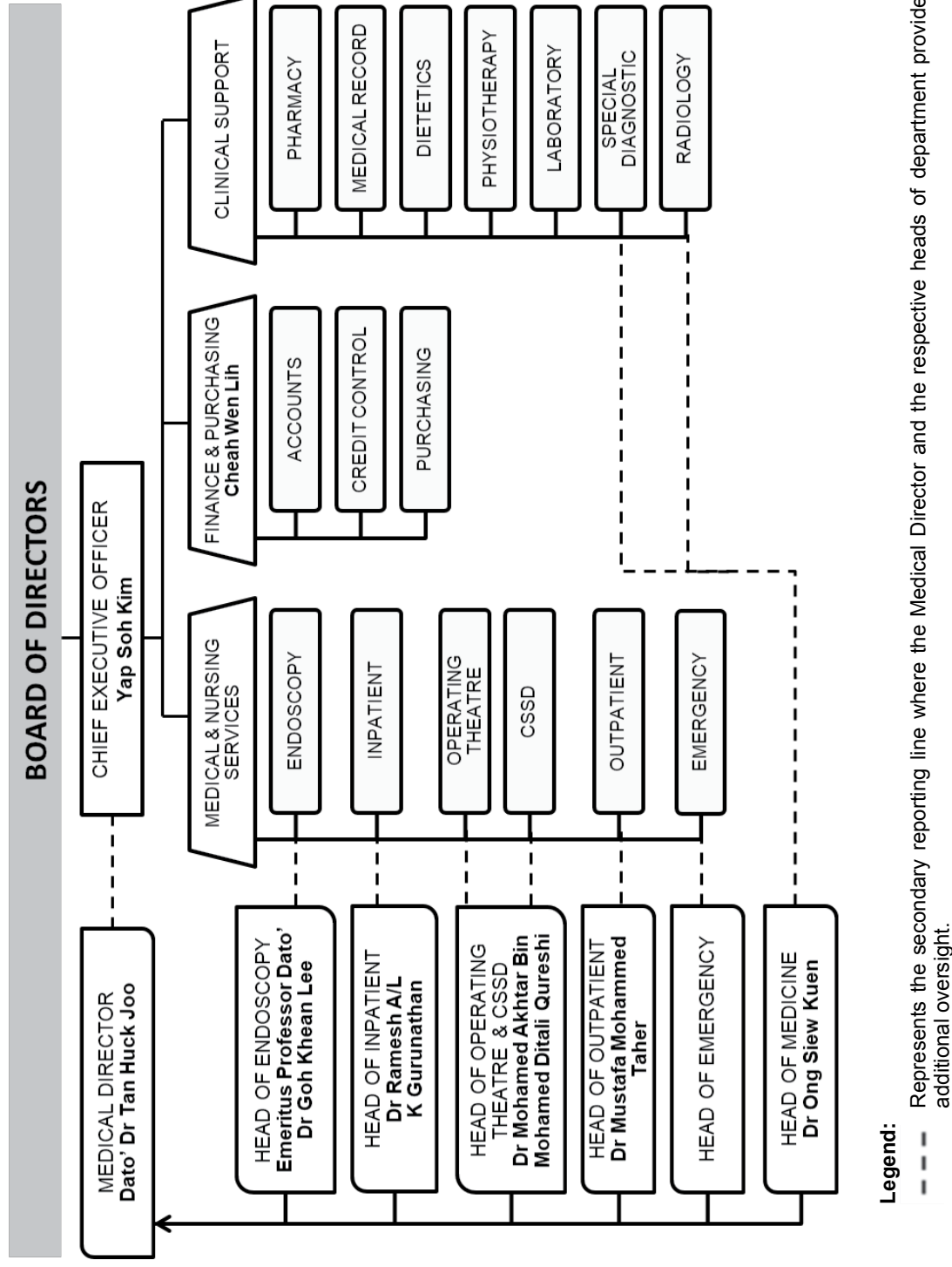
centres. Pursuant to the employment agreements and deeds of assignment they have entered into with Cengild, with effect from 1 September 2021:

- (a) they will assign to our Group all the income earned by them in other medical centres; and
 - (b) our Group will pay them 80% of the income earned by them in other medical centres.
- (2) Bonuses, if any, will be determined later based on the individual's performance as well as our Group's performance at the time of assessment.
- (3) The fees paid by Cengild to the consultants in relation to the consultation services rendered to patients at our medical centre pursuant to the agreements entered between Cengild and the consultants respectively, which have been terminated since the consultants have been employed as employees with effect from 1 September 2021.

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

5.4 MANAGEMENT REPORTING STRUCTURE



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

5.5 BOARD PRACTICE

5.5.1 Board

Our Board members are from diversified backgrounds in terms of age and expertise. They have professional experience ranging from corporate, legal, accounting and tax as well as industry experience from the healthcare industries. Our Board is of the opinion that at present there is adequate diversity in skills, experience, age, cultural background and gender in its composition.

Our Board has adopted the following responsibilities for effective discharge of its functions:

- (i) together with management, promoting good corporate governance culture within our Company which reinforces ethical, prudent and professional behaviour;
- (ii) reviewing and setting a strategic plan for our Group to ensure that the strategic plan of our Company supports long-term value creation and includes strategies on economic, environmental and social considerations underpinning sustainability;
- (iii) reviewing, challenging and deciding on management's proposals of our Company, and monitoring its implementation by management;
- (iv) overseeing the conduct of our Group's business to ensure it is properly managed, including supervising and assessing corporate behaviour and conduct of the business of our Group;
- (v) identifying the principal risks and ensuring implementation of appropriate internal controls and mitigation measures to achieve a proper balance between risks incurred and potential returns to the shareholders;
- (vi) reviewing the information and risk management and internal control system and the effectiveness of the management;
- (vii) ensuring there is an orderly succession of senior management positions who are of high calibre and have the necessary skills and experience. The Board delegates to the Nominating Committee and Remuneration Committee to review succession plans and remuneration packages for our Directors respectively as well as our Group's policies and procedures on remuneration for the employees of our Group. The Board also ensures that there are appropriate policies for training, appointment and performance monitoring of management positions;
- (viii) developing and implementing an investor relations programme or shareholders' communications policy for our Group to enable effective communication with stakeholders;
- (ix) reviewing and approving financial statements;
- (x) reviewing and approving the reports of the Audit Committee (including the status of compliance of the Undertakings (as defined in **Section 11.1.3** of this Prospectus) by the employee consultants to our Group), Risk Management Committee, Nominating Committee and Remuneration Committee at the end of each financial year;
- (xi) reviewing and approving our Company's annual report;
- (xii) ensuring the integrity of our Company's financial and non-financial reporting; and
- (xiii) undertaking a formal and objective annual evaluation to determine the effectiveness of our Board, our Board committees and each individual Director.

The members of our Board are set out in **Section 5.2** of this Prospectus.

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

5.5.2 Audit Committee

The main function of our Audit Committee is to assist our Board in fulfilling its responsibility to oversee our Group's accounting and financial reporting matters, which include amongst others:

- (i) to review the following and reporting to our Board:
 - (a) the quarterly results and year-end financial statements of our Group;
 - (b) all financial related reports/statements as required by the Listing Requirements, for inclusion in the Annual Report;
 - (c) the adequacy and appropriateness of Anti-Bribery and Anti-Corruption Policy, and Whistleblowing Policy;
 - (d) the internal audit functions including the adequacy of audit scope, audit plan, competency and resources and that it has the necessary authority to carry out its work; and
 - (e) the status of compliance of the Undertakings (as defined in **Section 11.1.3** of this Prospectus) by the employee consultants to our Group;
- (ii) to conduct a review on the declaration and all relevant documents pertaining to the arrangement for the employee consultants to perform consultations and treatments on patients by the employee consultants in other medical centres are satisfactory, essential and favourable to our Group and to recommend the same to our Board for approval;
- (iii) to consider and recommend to our Board on the appointment or re-appointment of external auditors and to fix their fees (audit and non-audit);
- (iv) to monitor, review and report to our Board any related party transactions, recurrent related party transactions and conflict of interest situation that may arise within our Company or our Group, and any other transactions, procedure or course of conduct that raises questions on management integrity as well as measures taken to mitigate such conflicts of interest;
- (v) In reviewing any related party transactions or recurrent related party transactions, our Audit Committee shall review the terms thereof to determine whether such related party transactions or recurrent related party transactions will be conducted at arm's length basis and on normal commercial terms in the ordinary course of business and on terms not more favourable to the related party than those generally available to the public and will not prejudice the shareholders or disadvantage to our Group;
- (vi) In determining whether the arrangement for the employee consultants to perform consultations and treatments in other medical centre are satisfactory, essential and favourable to our Group and is not detrimental to our shareholders, our Audit Committee is to take into consideration the following:
 - (a) there are insufficient beds in our medical centre to cater for all the consultants' patients if our consultants were to work full time at our medical centre and not allowed to practice in other medical centres whereby the consultants may have to turn away patients because of bed capacity constraint;
 - (b) if the patients of our consultants have other illnesses that require other specialists' attention which our medical centre does not have such specialities at this juncture and as a result, the consultants may not be able to treat these patients who are inpatients in other medical centres; and
 - (c) our medical centre may not be on the panel of certain insurance companies and third party administrators that other medical centres are on which will result in some patients who prefer to have their medical bills paid directly by the insurance

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

companies and third party administrators may prefer to have their consultation and treatment performed in other medical centres; and

- (vii) to carry out any other functions that may be mutually agreed upon by our Audit Committee and our Board.

As at the LPD, the members of our Audit Committee are as follows:

<u>Name</u>	<u>Designation</u>	<u>Directorship</u>
Kua Choo Kai	Chairperson	Independent Non-Executive Director
Dr Chong Su-Lin	Member	Independent Non-Executive Director
Dr Azrina Binti Abu Bakar	Member	Independent Non-Executive Director

Our Nominating Committee will review the composition, performance and effectiveness of our Audit Committee annually.

5.5.3 Remuneration Committee

The main function of our Remuneration Committee is to assist our Board in fulfilling its responsibility on matters relating to our Group's compensation, bonuses, incentives and benefits, which include amongst others:

- (i) to review the following and recommend to our Board:
 - (a) our Group's policies and procedures relating to the remuneration of Directors, key senior management and employee consultants of our Group; and
 - (b) the remuneration packages of Directors, key senior management and employee consultants of our Group, having regard our Group's operating results, individual's performance, contribution to our Group, and comparable market statistics;
- (ii) to review compensation policy of Directors and key senior management of our Group and ensure compensations offered are in line with market practice;
- (iii) to review the overall compensation packages of employee consultants of our Group, having regard to, amongst others, the individual's performance, contribution to our Group and the strategies and long term objectives of our Group, prior to making its recommendations to our Board for approval;
- (iv) to ensure fees and benefits payable to Directors, and any compensation for loss of employment of Executive Directors are approved by shareholders at general meetings;
- (v) to oversee any major changes in employee remuneration and benefit structures throughout our Group; and
- (vi) to carry out other responsibilities, functions or assignments as may be agreed by our Board from time to time.

The recommendations of our Remuneration Committee are subject to the approval of our Board.

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

As at the LPD, the members of our Remuneration Committee are as follows:

Name	Designation	Directorship
Kua Choo Kai	Chairperson	Independent Non-Executive Director
Dr Chong Su-Lin	Member	Independent Non-Executive Director
Dr Azrina Binti Abu Bakar	Member	Independent Non-Executive Director

5.5.4 Nominating Committee

The main function of our Nominating Committee is to assist our Board in fulfilling its responsibility in nominating new nominees to our Board and Board committees and ensure that their composition meet the needs of our Company, which include amongst others:

- (i) to recommend to our Board suitable candidates for appointment of Directors and the re-election of Directors who retired by rotation pursuant to our Constitution and re-appointment of Directors who retired pursuant to relevant sections of the Act;
- (ii) to review and assess the following on an annual basis:
 - (a) the effectiveness of our Board as a whole, Board committees, and the contribution of each individual Director and Chief Executive Officer;
 - (b) the independence of independent Directors; and
 - (c) the term of office, effectiveness and performance of the Audit Committee and each of its members to determine whether the Audit Committee and its members have carried out their duties in accordance with their terms of reference;
- (iii) to review Board and key senior management succession plans;
- (iv) to identify suitable educational and training programmes for continuous development of Directors to ensure our Directors keep abreast with development in the industry, regulatory changes and board business trends; and
- (v) to carry out such other duties or functions as may be delegated by our Board from time to time or required by the regulatory authority.

The recommendations of our Nominating Committee are subject to the approval of our Board. As at the LPD, the members of our Nominating Committee are as follows:

Name	Designation	Directorship
Dr Azrina Binti Abu Bakar	Chairperson	Independent Non-Executive Director
Kua Choo Kai	Member	Independent Non-Executive Director
Dr Chong Su-Lin	Member	Independent Non-Executive Director

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

5.5.5 Risk Management Committee

Our Board has the overall responsibility for risk oversight and risk management within our Group. However, as a committee of our Board, our Risk Management Committee shall lead our strategic direction in the management of our business risks, including oversight on the establishment and implementation of a risk management framework and reviewing the effectiveness of the risk management framework in identifying and managing risks and internal processes which include but not limited to ensuring the adequacy of risk management policy and infrastructure to facilitate the implementation of action plans for risk management.

The objectives of the framework are to ensure the provision of quality product and services and monitor the risk culture and processes throughout our Group to take advantage of opportunities while managing risks that may adversely affect our reputation and achievement of business objectives.

The duties and responsibilities as stated in the terms of reference of our Risk Management Committee include amongst others the following:

- (i) to ensure an appropriate risk reporting structure is established to facilitate reporting of risks to management and our Board;
- (ii) to review the risk management framework, policies and processes, which include identifying, managing, monitoring or treating and mitigating significant risks of our Group, and recommend for approval by our Board;
- (iii) to review and assess the risk appetite and risk tolerance for our Group;
- (iv) to review significant risks identified and assess the mitigating actions put in place to manage these risks;
- (v) to review the Statement on Risk Management and Internal Control for inclusion in our Company's Annual Report, and recommend for approval by our Board;
- (vi) to review the adequacy of resources for managing the risk management framework; and
- (vii) to carry other responsibilities, functions or assignments as may be defined by our Board from time to time.

The recommendations of our Risk Management Committee are subject to the approval of our Board.

As at the LPD, the members of our Risk Management Committee are as follows:

<u>Name</u>	<u>Designation</u>	<u>Directorship</u>
Dr Chong Su-Lin	Chairperson	Independent Non-Executive Director
Kua Choo Kai	Member	Independent Non-Executive Director
Dr Azrina Binti Abu Bakar	Member	Independent Non-Executive Director

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

5.6 RELATIONSHIPS AND/OR ASSOCIATIONS BETWEEN OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT

As at the LPD, there is no family relationship or association between or amongst our Promoters, Substantial Shareholders, Directors and Key Senior Management.

5.7 EXISTING OR PROPOSED SERVICE CONTRACTS

As at the LPD, there is no existing or proposed service contract entered into between the companies within our Group, with our Directors or Key Senior Management which provides for benefits upon termination of employment. For avoidance doubt, the employment agreements are not service contracts as the same do not provide for benefits upon termination of employment.

5.8 DECLARATIONS BY OUR PROMOTERS, DIRECTORS AND KEY SENIOR MANAGEMENT

As at the LPD, none of our Promoters, Directors and Key Senior Management is or has been involved in any of the following events (whether in or outside Malaysia):

- (i) in the last 10 years, a petition under any bankruptcy or insolvency laws was filed (and not struck out) against such person or any partnership in which he/she was a partner or any corporation of which he/she was a director or member of key senior management;
- (ii) disqualified from acting as a director of any corporation, or from taking part directly or indirectly in the management of any corporation;
- (iii) in the last 10 years, charged or convicted in a criminal proceeding or is a named subject of a pending criminal proceeding;
- (iv) in the last 10 years, any judgment that was entered against such person, or finding of fault, misrepresentation, dishonesty, incompetence or malpractice on his/her part, involving a breach of any law or regulatory requirement that relates to the capital market;
- (v) in the last 10 years, was the subject of any civil proceeding, involving an allegation of fraud, misrepresentation, dishonesty, incompetence or malpractice on his/her part that relates to the capital market;
- (vi) being the subject of any order, judgment or ruling of any court, government, or regulatory authority or body temporarily enjoining him/her from engaging in any type of business practice or activity;
- (vii) in the last 10 years has been reprimanded or issued any warning by any regulatory authority, securities or derivatives exchange, professional body or government agency; and
- (viii) have any unsatisfied judgment against him/her.

6. INFORMATION ON OUR GROUP

6.1 INFORMATION ON OUR COMPANY

Cengild Medical was incorporated in Malaysia under the Act on 3 February 2021 as a private limited company under the name of Cengild Medical Sdn Bhd. On 2 July 2021, Cengild Medical was converted into a public limited company and assumed its present name, Cengild Medical Berhad.

Our Company is an investment holding company. Through our subsidiary, we are a healthcare provider specialising in the diagnosis and treatment of gastrointestinal and liver diseases, and obesity. There have been no material changes in the manner in which we conduct our business or activities since the incorporation of our Company up to the LPD.

Please refer to **Section 7.1** of this Prospectus for detailed information of our Group's history.

6.2 SHARE CAPITAL

Our share capital as at the LPD is RM12,240,000.98 comprising 600,000,000 Shares. The movements in our share capital since our incorporation are set out below:

<u>Date of allotment</u>	<u>No. of Shares allotted</u>	<u>Consideration / Type of issue</u>	<u>Cumulative issued share capital</u>
			RM
3 February 2021	1	RM1 / Subscribers' shares	1
28 May 2021	599,999,999	⁽¹⁾ RM12,239,999.98 / other than cash	12,240,000.98

Note:

(1) The issuance of Cengild Medical Shares to satisfy the purchase consideration for the Acquisition.

Save for 23,400,000 ESOS Options to be granted upon Listing, we do not have any outstanding warrants, options, convertible securities or uncalled capital. In addition, there are no discounts, special terms or instalment payment terms applicable to the payment of the consideration for the allotment.

Upon the completion of our IPO, our enlarged issued share capital will increase from RM12,240,000.98 comprising 600,000,000 Shares to RM84,444,000.98 comprising 818,800,000 Shares.

6.3 ACQUISITION

In preparation for our Listing, we entered into a share sale agreement with the Cengild Vendors to acquire the entire equity interest in Cengild comprising 13,302,367 ordinary shares for a total purchase consideration of RM12,239,999.98 on 11 May 2021. The purchase consideration for the Acquisition was satisfied by the issuance of 599,999,999 new Shares to the shareholders of Cengild Investors and Cengild Partners, and Medic Quest at an issue price of RM0.0204 each, details of which are as follows:

6. INFORMATION ON OUR GROUP (Cont'd)

Cengild Vendors	No. of Cengild shares acquired	% of share capital in Cengild	Purchase consideration	No. of Shares issued
			RM	
Cengild Investors ⁽¹⁾	5,625,000	42.29	5,175,770	253,714,245
Cengild Partners ⁽²⁾	6,875,000	51.68	6,325,942	310,095,187
Sub-total	12,500,000	93.97	⁽¹⁾11,501,712	⁽⁴⁾563,809,432
Medic Quest ⁽³⁾	802,367	6.03	738,288	36,190,567
Total	13,302,367	100.00	12,240,000	599,999,999

Notes:

- (1) The shareholders of Cengild Investors and their respective shareholdings as at the LPD are as follows:

Shareholders of Cengild Investors	%
Anne Marie Loh Foong Han	30.77
Tan Kar Tek	14.83
Tony Tan Choon Keat	15.78
Transmetro Sdn Bhd*	9.43
Tan Soon Wah	7.33
Dr Lai Kwong Choy	3.87
Tang Vee Mun	3.64
Emeritus Professor Dato' Dr Goh Khean Lee	3.10
Dato' Dr Tan Huck Joo	2.27
Tan Lim Tneah Kooi	1.90
Dr Ramesh A/L K Gurunathan	1.35
Dr Kuok Su Sim	1.22
Kang Hoo Chong	1.05
Dr Ong Siew Kuen	0.86
Dr Wong Pooi Kheong	0.76
Dr Subhashini A/P Jahanath	0.76
Yap Soh Kim	0.61
Dr Amir Azlan Zain	0.23
Cheah Wen Lih	0.15
Dr Loo Su Yin	0.08
Total	100.00

- * The shareholders of Transmetro Sdn Bhd are Kong Chong Soon @ Chi Suim and Tong Ee Ping.

6. INFORMATION ON OUR GROUP (Cont'd)

- (2) The shareholders of Cengild Partners and their respective shareholdings as at the LPD are as follows:

Shareholders of Cengild Partners	%
Dato' Dr Tan Huck Joo	41.59
Dr Mohamed Akhtar Bin Mohamed Ditali Qureshi	17.94
Emeritus Professor Dato' Dr Goh Khean Lee	16.29
Dr Ramesh A/L K Gurunathan	11.14
Dr Ong Siew Kuen	7.72
Dr Amir Azlan Zain	1.71
Dr Lai Kwong Choy	0.86
Tan Kar Tek	0.85
Anne Marie Loh Foong Han	0.72
Dr Lim Kin Foong	0.31
Dr Leow Hwong Ruey	0.19
Dr Ausama A Malik	0.19
Dr Wong Zhiqin	0.19
Dr Meheshinder Singh A/L Babu Singh Giani	0.12
Dr Loo Su Yin	0.12
Dr Raja Affendi Bin Raja Ali	0.06
Total	100.00

- (3) The shareholders of Medic Quest are Dr Mustafa Mohammed Taher and Rafe'ah Binti Ariffin, each holding 50% equity interest in Medic Quest. Rafe'ah Binti Ariffin is the spouse of Dr Mustafa Mohammed Taher.
- (4) The aggregate purchase consideration of RM11,501,712 due to Cengild Investors and Cengild Partners were satisfied via the issuance of 563,809,432 Cengild Medical Shares to the shareholders of Cengild Investors and Cengild Partners respectively as follows:

Shareholders of Cengild Investors and Cengild Partners	Purchase consideration	No. of Shares issued
	RM	
Dato' Dr Tan Huck Joo	2,748,463	134,728,569
Emeritus Professor Dato' Dr Goh Khean Lee	1,191,016	58,383,121
Dr Mohamed Akhtar Bin Mohamed Ditali Qureshi	1,134,800	55,627,438
Dr Ramesh A/L K Gurunathan	774,905	37,985,556
Dr Ong Siew Kuen	532,343	26,095,253
Anne Marie Loh Foong Han	1,638,012	80,294,704
Yap Soh Kim	31,547	1,546,402
Cheah Wen Lih	7,898	387,144
Other 19 shareholders	3,442,728	168,761,245
Total	11,501,712	563,809,432

The Acquisition was completed on 28 May 2021 and Cengild became our wholly-owned subsidiary. The total purchase consideration of RM12,239,999.98 for the Acquisition was arrived based on a "willing-buyer willing-seller" basis after taking into consideration the NA of Cengild as at 31 March 2021 of RM12,274,270.

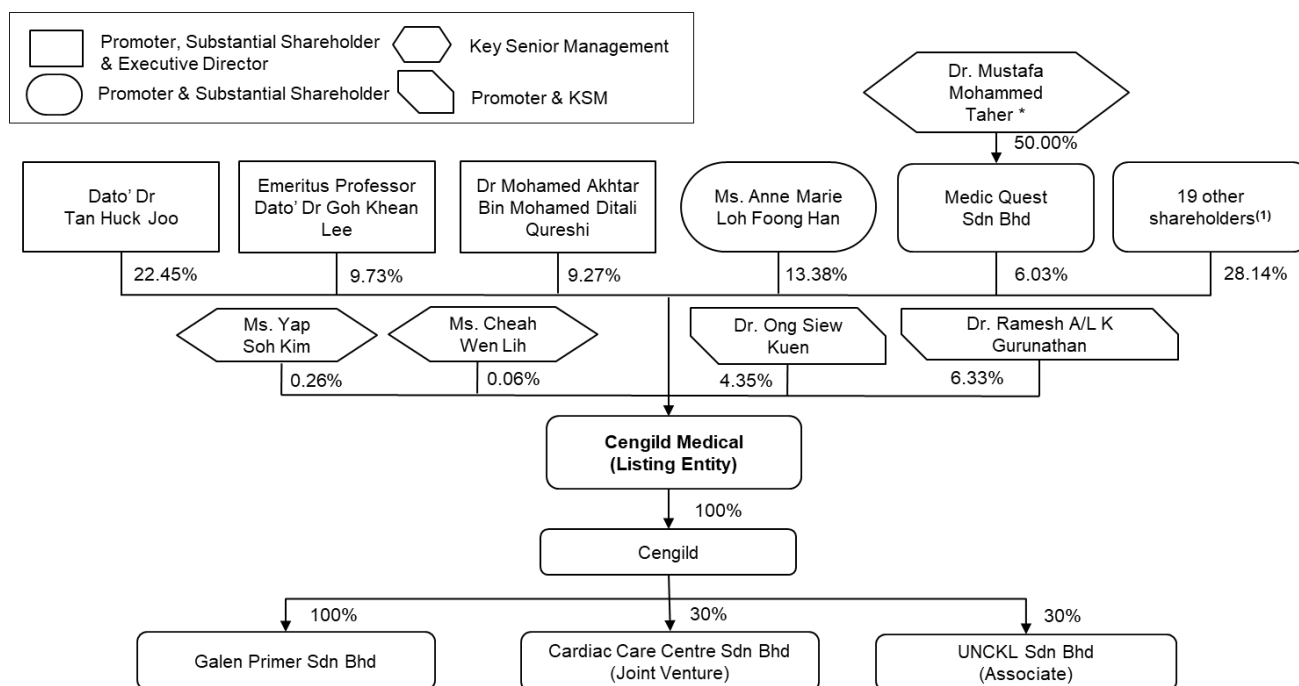
6. INFORMATION ON OUR GROUP (Cont'd)

The new Shares issued under the Acquisition rank equally in all respects with our existing Shares including voting rights and will be entitled to all rights and dividends and/or other distributions, the entitlement date of which is subsequent to the date of issuance of the new Shares.

6.3.1 Group structure

Our Group structure and shareholding structure before and after Listing are as follows:

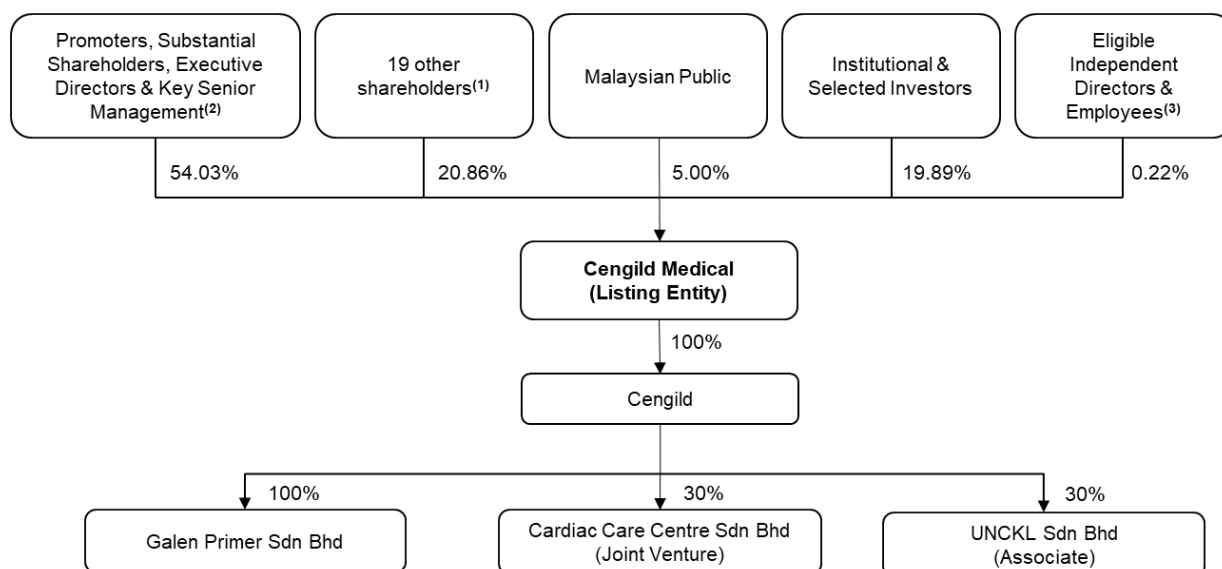
Before Listing



Note:

* Deemed interested by virtue of his interest in Medic Quest pursuant to Section 8 of the Act

After Listing



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

- (1) The 19 other shareholders and their respective shareholdings in our Company before and after Listing are as follows:

19 other shareholders	Before Listing	After Listing
	%	%
Tan Kar Tek	6.71	4.92
Tony Tan Choon Keat	6.68	4.89
Transmetro Sdn Bhd	3.99	2.92
Tan Soon Wah	3.10	2.27
Dr Lai Kwong Choy	2.08	1.57
Tang Vee Mun	1.54	1.13
Dr Amir Azlan Zain	0.98	0.72
Tan Lim Tneah Kooi	0.81	0.59
Dr Kuok Su Sim	0.52	0.43
Kang Hoo Chong	0.44	0.32
Dr Wong Phooi Kheong	0.32	0.29
Dr Subhashini A/P Jahanath	0.32	0.29
Dr Lim Kin Foong	0.16	0.17
Dr Leow Hwong Ruey	0.10	0.07
Dr Ausama A Malik	0.10	0.07
Dr Wong Zhiqin	0.10	0.07
Dr Loo Su Yin	0.10	0.07
Dr Meheshinder Singh A/L Babu Singh Giani	0.06	0.05
Dr Raja Affendi bin Raja Ali	0.03	0.02
Total	28.14	20.86

- (2) Assuming the eligible Executive Directors and eligible Key Senior Management will fully subscribe for their respective allocations under the Pink Form Allocations, and assuming they do not apply for any excess IPO Shares.
- (3) Assuming the eligible Independent Non-Executive Director and eligible employees will fully subscribe for their respective allocations under the Pink Form Allocations, and assuming they do not apply for any excess IPO Shares.

6. INFORMATION ON OUR GROUP (Cont'd)**6.4 SUBSIDIARIES, ASSOCIATE COMPANY AND JOINT VENTURE**

The details of our subsidiaries, associate company and joint venture are summarised as follows:

Company / Registration Number	Date / Place of incorporation	Principal place of business	Effective equity interest (%)	Principal activities
Our subsidiary				
Cengild 201501009058 (1134393-W)	9 March 2015 / Malaysia	Malaysia	100.0	Health care and clinical support services.
Our subsidiary held through Cengild				
Galen Primer ⁽¹⁾ 2021101001013 (1401311-U)	8 January 2021 / Malaysia	Malaysia	100.0	Activities of holding companies; specialised medical services; and to set up a specialist medical practice and to provide consultancy on the medical treatment deals with the diagnosis and treatment of cancer. Currently, Galen Primer is dormant.
Our joint venture held through Cengild				
Cardiac Care ⁽²⁾ 202001022875 (1379195-U)	10 August 2020 / Malaysia	Malaysia	30.0	Activities of holding companies; specialised medical services; and to set up a specialist medical practice and to provide consultancy on the medical treatment in treating heart-related disorder and issues.
Our associate company held through Cengild				
UNCKL ⁽³⁾ 202001042110 (1398431-D)	18 December 2020 / Malaysia	Malaysia	30.0	Activities of holding companies; specialised medical services; and to set up a specialist medical practice as urologist and to provide consultancy on the medical treatment relating to the function and disorders of urinary system. Currently, UNCKL is dormant.

Notes:

- (1) Galen Primer's intended principal activity is to provide consultancy on the medical treatment, deal with diagnosis and treatment of gastrointestinal related cancers at our medical centre, where the services will be provided by oncologist(s) that we may partner with to undertake the joint venture through Galen Primer. The proposed joint venture arrangement is intended to attract, retain and incentivise oncologist(s) to be identified to provide services at our medical centre through their equity participation in Galen Primer. As at the LPD, we have not identified any oncologist to partner with and the eventual shareholdings in Galen Primer to be held by Cengild and oncologist(s) to be identified cannot be ascertained at this juncture. We are currently in the process of identifying and engaging oncologists to provide their services at our medical centre. These oncologists may participate in the joint venture through Galen Primer or may be engaged as visiting consultants by Cengild. We envisage that we will be able to finalise their participation in the joint venture through Galen Primer or their engagement by Cengild within 12 months after our Listing. The proposed joint venture through Galen Primer may not materialise in the event that the identified oncologists do not participate in the said joint venture.
- (2) The shareholder structure of Cardiac Care is as follows:

Shareholders	%
Cengild	30
Dr Hendrick Chia Miah Yang	70
Total	100

6. INFORMATION ON OUR GROUP (Cont'd)

Cardiac Care provides cardiology assessments for patients at our medical centre where the services are provided by Dr Hendrick Chia Miah Yang, a visiting consultant, who holds 70% equity interest in Cardiac Care. All the patients at our medical centre can now receive cardiac assessment at the medical centre whereas previously they were referred to other medical centres for their cardiac assessment. With the introduction of this service, we are now able to retain all these patients. Under the shareholders agreement between Dr Hendrick Chia Miah Yang and Cengild, Dr Hendrick Chia Miah Yang will contribute a fixed percentage of the consultation and treatment fees received to Cardiac Care and Cardiac Care will contribute a fixed percentage of its collection (excluding consultation and treatment fees of Dr Hendrick Chia Miah Yang) to Cengild for the management and administrative services provided by Cengild.

- (3) The shareholder structure of UNCKL is as follows:

Shareholders	%
Cengild	30
K.L. Urology & Nephrology Centre Sdn Bhd	70
Total	100

The shareholders of K.L. Urology & Nephrology Centre Sdn Bhd ("**KL Urology Shareholders**") are as follows:

Shareholders	%
Dr Sivaprakasam A/L Sivalingam	20
Dr Arun Arunasalam A/L Poraviappan	20
Dr Kumaresan A/L Sellamuthu	20
Dr Khairul Asri Bin Mohd Ghani @ Mamat	20
Dr Christopher Lee Kheng Siang	20
Total	100

Currently, Dr Sivaprakasam A/L Sivalingam is a resident consultant while the other KL Urology Shareholders are visiting consultants contracted by our Group to provide urology services at our medical centre.

The urology services support our Group's gastroenterology and hepatology services. Gastrointestinal surgeons would occasionally require the assistance of urologists for patients with gastrointestinal cancers that also involve urinary tract, which is located in close proximity to gastrointestinal and liver organs. Before the introduction of urology services at our medical centre, patients with urological diseases were referred to other medical centres for treatment. We are now able to retain and treat patients with urological related conditions at our medical centre.

UNCKL is currently dormant. It has not commenced operations pending the execution of the shareholders agreement between Cengild and K.L. Urology & Nephrology Centre Sdn Bhd, which is currently under negotiation between the parties. We envisage the terms of the shareholders agreement to be finalised by the parties and operations of UNCKL to commence within 12 months after our Listing. Nonetheless, KL Urology Shareholders (except for Dr Khairul Asri Bin Mohd Ghani @ Mamat) are currently already practicing at our medical centre providing urology services.

UNCKL's intended principal activity is to provide diagnosis and treatment for urological diseases at our medical centre, where the services will be provided by the consultants who hold 70% equity interest in UNCKL via K.L. Urology & Nephrology Centre Sdn Bhd.

6. INFORMATION ON OUR GROUP (Cont'd)

The abovementioned cardiology assessments and urology services are complementary to our principal business of diagnosis and treatment of gastrointestinal and liver diseases, and obesity. These services enable our medical centre to provide a holistic and comprehensive management for our patients, and therefore better able to retain patients.

The above arrangement or proposed arrangements are to:

- (a) attract, retain and incentivise the cardiologist and urologists to provide services at our medical centre through the respective consultants' equity participation in Cardiac Care and UNCKL; and
- (b) cultivate a sense of loyalty, dedication and commitment among the consultants by aligning the interests of these consultants with those of our Group.

We believe that allowing the cardiologist and urologists to have majority shareholdings in Cardiac Care and UNCKL respectively will better incentivise these consultants to provide their services at our medical centre. While we do not hold majority shareholding in Cardiac Care and UNCKL, we are able to have sufficient influence over the operations of these companies as they are operating or will operate within our medical centre and we are or will be in charge of the accounting, finance, human resource, operation and management of these companies^(a). This will allow us to ensure that the operations of Cardiac Care and UNCKL will complement and support our core specialisation. We are providing or will provide these companies with management and administrative services, which include planning and implementing marketing strategies and providing administrative support in terms of accounting, finance, collection, human resource and general office administration.

Note:

- (a) In respect of the joint venture through Cardiac Care, the shareholders' agreement stipulates that Cengild is in charge of the accounting, finance, human resource, operation and management of Cardiac Care. It is also our intention to have similar terms in the shareholders' agreement in relation to the joint venture through UNCKL as UNCKL will be providing urology services at our medical centre.

6.5 PUBLIC TAKE-OVERS

During the last financial year and the current financial year up to the LPD, there were:

- (i) no public take-over offers by third parties in respect of our Shares; and
- (ii) no public take-over offers by our Company in respect of other companies' shares.

6.6 MATERIAL CONTRACTS

Save as disclosed below, there are no contracts which are or may be material (not being contracts entered into in the ordinary course of business) entered into by our Group for the Period Under Review and up to the date of this Prospectus:

- (i) shareholders agreement dated 15 February 2021 entered into between Cengild and Dr Hendrick Chia Miah Yang in relation to the joint venture through Cardiac Care;
- (ii) share sale agreement dated 11 May 2021 entered into between our Company and the Cengild Vendors for the Acquisition, which was completed on 28 May 2021; and
- (iii) Underwriting Agreement dated 8 March 2022 entered into between our Company and Sole Underwriter for the underwriting of 55,940,000 IPO Shares under the Retail Offering for an underwriting commission of 2.5% of the Final Retail Price multiplied by the number of IPO Shares being underwritten.

6. INFORMATION ON OUR GROUP (Cont'd)

6.7 MAJOR APPROVALS AND LICENCES

As at the LPD, save as disclosed below and the general business approvals and licences issued by local councils, there are no other major approvals, licences and permits issued to our Group in order for us to carry out our operations:

No.	Licencee	Issuing Authority	Date of Issuance / Validity Period	Licence number / Nature of approval	Equity and/or major conditions imposed	Compliance status
(i)	Cengild	MOH	31 December 2021 / 16 December 2021 to 11 November 2023	<p>Licence No. 131401-00370-01/2021</p> <p>Licence to operate or provide private healthcare facility or service pursuant to PHFSA known as "Cengild G.I Medical Centre" at Unit 2-3 & 2-4 Nexus@ Bangsar South, No.7 Jalan Kerinchi, 59200 Kuala Lumpur with the following healthcare services and facilities:</p> <p><u>Type of healthcare services:</u></p> <p>(i) Inpatients: General surgery, gastroenterology and hepatology, colorectal surgery</p> <p>(ii) Ambulatory care: Endoscopic</p> <p>(iii) Patient care related services: Gynaecology, urology</p> <p>(iv) Supporting services: Anesthesia, Radiology and Imaging (General Radiography, Ultrasound, CT Scanner, C-ARM), Nursing, Sterilisation, Pharmaceutical</p> <p>(v) Outpatient specialist: Medicine, General Surgery, Gastroenterology and Hepatology, Gynaecology, Clinical Oncology, Colorectal Surgery, Hepatobiliary Surgery, Rheumatology, Cardiology, Orthopaedic</p>	There are no major conditions imposed by the MOH.	Not applicable

6. INFORMATION ON OUR GROUP (Cont'd)

No.	Licencee	Issuing Authority	Date of Issuance / Validity Period	Licence number / Nature of approval	Equity and/or major conditions imposed	Compliance status
				<p><u>Facilities:</u></p> <p>(i) Level 2:</p> <p>(a) Emergency unit - 1 resuscitation bed</p> <p>(b) Radiology and imaging - 1 X-ray room, 1 ultrasound room, 1 CT scan room</p> <p>(c) 10 specialist clinics</p> <p>(d) Daycare endoscopy - 3 scope rooms, 8 beds and 2 leaning chairs, daycare observation and holding area</p> <p>(e) Ward (20 bed) - 6 single bedded rooms, 3 double bedded rooms, 2 four-bedded rooms</p> <p>(f) Pharmacy</p> <p>(ii) Level 2A:</p> <p>(a) 2 major operation theatres.</p> <p>(b) Central Sterile Supply Department</p>		


Our Group is required to submit the renewal application six (6) months prior to its expiry. The requirement to submit renewal applications six (6) months prior to expiry of the license is in accordance with the Regulation 5(5) of the Private Healthcare Facilities and Services (Private Hospitals and Other Private Healthcare Facilities) Regulations 2006. As at the LPD, we have not experienced any non-compliance issues and/or failure to renew any of our licenses and permits which has materially affected our business or financial performance.

6. INFORMATION ON OUR GROUP (Cont'd)



6.8 TRADEMARKS

As at the LPD, our Group had not registered any brand names, patents, trademarks or other intellectual properties.

On 8 June 2021, we have submitted the relevant application to register the following trademarks for the brand names and logos that are used in the course of our provision of services and the registration is expected to be completed by third quarter of 2022:

Trademark	Applicant	Trademark Application No. /		Class	Place of registration
		Class	Class		
 CENGILD & I MEDICAL CENTRE Centre for Gastrointestinal and Liver Diseases	Cengild	TM2021015756/	Class 35	Administration of frequent flyer programs; administrative processing of purchase orders; advertising; agency services; rental of advertising space; rental of advertising time on communication media; production of advertising films; bill-posting; rental of billboards (advertising boards); professional business consultancy; providing business information via a web site; corporate communications services; design of advertising brochures; design of advertising flyers; design of advertising logos; dissemination of advertising matter; invoicing; layout services for advertising purposes; marketing; media relations services; negotiation of business contracts for others; office machines and equipment rental; rental of office equipment in co-working facilities; opinion polling; outdoor advertising; payroll preparation; personnel management consultancy; personnel recruitment; photocopying services; rental of photocopying machines; presentation of goods on communication media, for retail purposes; procurement services for others (purchasing goods and services for other businesses); public relations; radio advertising; systemization of information into computer databases; targeted marketing; updating of advertising material; rental of vending machines; web site traffic optimization; word processing	Malaysia

6. INFORMATION ON OUR GROUP (Cont'd)

Trademark	Applicant	Trademark Application No. / Class	Class	Place of registration
  Centre for Gastrointestinal and Liver Diseases	Cengild	TM2021015758/ Class 44	Health care; health centre services; health counselling; hospital services; medical clinic services; medical assistance; medical equipment rental; medical advice for individuals with disabilities; medical screening; medical analysis services for diagnostic and treatment purposes provided by medical laboratories; nursing, medical; pharmacy advice; physiotherapy; preparation of prescriptions by pharmacists; rehabilitation for substance abuse patients; rental of sanitary installations	Malaysia

Our business and profitability are not materially dependent on the trademark as our patients generally visit their preferred consultants. As such, any non-approval of our trademark applications will not result any material adverse impact to our Group.

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6. INFORMATION ON OUR GROUP (Cont'd)

6.9 PROPERTIES OF OUR GROUP

6.9.1 Properties owned by our Group

As at the LPD, our Group do not own any land and buildings.

6.9.2 Properties rented by our Group

The details of material properties rented by us as at the LPD are set out below:

No.	Details of properties rented	Description / Existing use	Built-up area (sq ft)	Date of issuance of certificate of completion and compliance	Period of tenancy / Rental per annum
(i)	<u>Landlord:</u> Sunny Uptown Sdn Bhd	5 storey building / Currently used to operate as a medical centre ⁽¹⁾	33,468	20 September 2013	<u>First Term</u> Commencing from 1 May 2019 to 30 April 2022 / RM1,606,464 per annum. <u>Second Term</u> ⁽²⁾ Commencing from 1 May 2022 to 30 April 2025 / RM1,807,272 per annum, rental rate of RM4.50 per sq ft. <u>Third Term</u> ⁽²⁾ Commencing from 1 May 2025 to 30 April 2028 / revised rent rate to be based on the prevailing market rate which shall not exceed 20% of the second term rent rate. <u>Fourth Term</u> ⁽²⁾ Commencing from 1 May 2028 to 30 April 2031 / revised rent rate to be based on the prevailing market rate which shall not exceed 20% of the third term rent rate.

Postal address:

Unit 2-3 and 2-4, NEXUS@
Bangsar South, No. 7 Jalan
Kerinci, 59200 Kuala Lumpur

Notes:

- (1) The total renovation cost incurred for the rented property up to 31 October 2021 was approximately RM14.38 million.

6. INFORMATION ON OUR GROUP (Cont'd)

- (2) We have on 6 January 2022 entered into a tenancy agreement to renew our tenancy for the Second Term with an option to renew for the Third Term and Fourth Term whereby upon the request of Cengild made in writing to the landlord not earlier than nine (9) months and not later than six (6) months prior to the expiry of the term, the landlord shall grant to the tenant the renewal of the tenancy on the same terms and conditions or such other reasonable terms as may be agreed between the parties.

We do not expect any risk of non-renewal or termination of our tenancy agreement as we are not in breach of the terms of our tenancy agreement and have been making prompt rental payment and we also have a good business relationship with the landlord.

We operate an asset-light business model whereby we rent or lease instead of purchase our business premises. Renting or leasing of properties for use as medical centres is not uncommon in the healthcare service industry. This enables us to generate recurring cashflows allowing us to fund our future expansion plans and/or for dividend payments and increases our return on equity.

As at the LPD, the properties rented by our Group are not in breach of any other land use conditions and are in compliance with the current statutory requirements, land rules or building regulations/by-laws, which will have material adverse impact on our operations.

6.9.3 Acquisition of properties

We have not entered into any sale and purchase agreement to acquire any real properties during the Period Under Review up to the LPD.

6. INFORMATION ON OUR GROUP (Cont'd)

6.9.4 Material medical equipment

Our Group utilised various medical equipment to carry out our operations which are listed as below:

No.	Type of equipment / machinery	Description / Use of equipment/ machinery	No. of unit(s)	Year purchased	Total purchase value	Audited NBV as at 31 October 2021	Estimated average useful lifespan
					RM'000	RM'000	years
(i)	CT Scanner Optima CT660	A type of computerised tomography device which provides cross-sectional images of the body via rotating x-rays.	1	2017	1,949	260	8-10
(ii)	Endoscopy video imaging system	Endoscopy video imaging system is a flexible tubular instrument that is used to visualise the interior of a hollow organ or part of the body, such as the bladder or oesophagus.	2	2017	1,261	168	8-10
(iii)	Digital C-Arm: OEC 9000 Elite Vascular	A type of imaging scanner intensifier that is used during surgeries to provide high-resolution x-ray images in real time.	1	2017	670	89	8-10
(iv)	FibroScan 502 Touch	A type of ultrasound machine which is used to detect and measure changes in the body's liver.	1	2017	490	65	8-10
(v)	Theatre sterile supply unit equipment (including steam steriliser, ultrasonic washer and related accessories)	A device used to sterilise the surfaces of various utensils, such as hollow items or wrapped goods. The heat from the steam condensation wraps the items in the steriliser, eliminating existing microorganisms.	1	2017	454	61	8-10
(vi)	Logiq S7 ultrasound system	A type of ultrasound machine that can be used for multiple applications from gastrointestinal to cardiac use	1	2017	200	27	8-10
(vii)	Endoscopic ultrasound	A type of diagnostic machine which utilises ultrasound technology to perform visualise linings and walls of gastrointestinal tract and surrounding organs.	1	2018	1,008	336	8-10
(viii)	General Anaesthetic Machine - I-Flow C20	A type of anaesthetic machine that is commonly used together with a mechanical ventilator, breathing system, suction equipment and patient monitoring devices.	1	2020	240	184	8-10

6. INFORMATION ON OUR GROUP (Cont'd)

No.	Type of equipment / machinery	Description / Use of equipment/ machinery	No. of unit(s)	Year purchased	Total purchase value	Audited NBV as at 31 October 2021	Estimated average useful lifespan
(ix)	Gastrointestinal video system	A system used during endoscopy where an examination is performed using an endoscope - a flexible fibre optic tube with tiny camera at the end. The camera is connected to either an eyepiece for direct viewing or a video screen that displays the images on coloured monitor.	1	2020	RM'000 303	RM'000 232	years 8-10
(x)	Karlz Storz camera system	A set of camera system used in operating theatre to capture medical procedures in high definition.	1	2020	300	230	8-10
Total					6,875	1,652	

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6. INFORMATION ON OUR GROUP (Cont'd)

Our policies on the replacement or upgrade of our material medical equipment include the following:

- (i) identify the benefits of the new medical equipment for our business, such as providing a wider range of value-added functionalities or a technological upgrade that provide improved results, as well as take into consideration operational benefits and issues;
- (ii) ascertain affordability;
- (iii) discussions with and consideration of the merits and benefits by our Medical Director and consultants; and
- (iv) discussion with our Board, if required.

6.9.5 Regulatory requirements and environmental issues

We are in a highly regulated industry. There are guidelines, regulations and laws governing our business operations. The following is an overview of the regulatory requirements governing our Group which are material to our business operation:

(i) Private hospital

Private hospitals are regulated by MOH in accordance with PHFSA and its relevant regulations, including Private Healthcare Facilities and Services (Private Hospitals and Other Private Healthcare Facilities) Regulations 2006 ("**Private Hospital Regulation**").

Under PHFSA, no one shall establish or maintain any private healthcare facilities including amongst others, a private hospital, a private psychiatric hospital, a private ambulatory care centre, a private nursing home and any other private healthcare facility or service or health related service as the MOH may specify, from time to time, by notification in the Gazette without an approval or a licence being granted by the Director General of Health of Malaysia.

The term "private hospital" is defined under PHFSA as any premises, other than a Government hospital or institution, used or intended to be used for the reception, lodging, treatment and care of persons who require medical treatment or suffer from any disease or who require dental treatment that requires hospitalisation. PHFSA provides that a person who establishes or maintain any private healthcare facilities without an approval or a licence from the Director General of Health of Malaysia shall commit an offence under the PHFSA.

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

In addition, PHFSA requires the licensee of a private healthcare facility or service to establish a Medical Advisory Committee whose members shall be registered medical practitioners representing all medical practitioners practising in the facility or service to advise the board of management, the licensee and person in charge on all aspects relating to medical practice. As at the LPD, Cengild has named Dato' Dr Tan Huck Joo as the person in charge for our medical centre, with the title/designation as Medical Director and Emeritus Professor Dato' Dr Goh Khean Lee has been appointed as Head of the Medical Advisory Board.

Further, Private Hospital Regulation imposes a duty on the licensee or the person in charge of the private hospital to ensure the standards of the private healthcare facilities

6. INFORMATION ON OUR GROUP (Cont'd)

in respect of the patient safety, the patient rights, and the quality of care to the patient is in compliance to the Private Hospital Regulation.

The Private Healthcare Regulations also provides a fee schedule on the chargeable fees for the consultation fees, medical examination and medical procedures in a private hospital. Other services and administrative charges are unregulated and vary for each private hospital.

(ii) Medical practitioner

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

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

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

(iii) Ancillary laws and regulations

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

- (a) the Medicines (Advertisement and Sale) Act 1956 and its relevant regulations and guidelines including, Medicine Advertisements Board Regulations 1976 and the Advertising Guidelines for Healthcare Facilities and Services regulates the advertisement and dissemination of information in relation to healthcare matters to general public. The information provided in the advertisements must be factually accurate and capable of being substantiated. It must not be exaggerated, false, misleading or deceptive. The authenticity and the accuracy of the information imparted in the advertisements should be verifiable by the Medicine Advertisements Board;
- (b) the approvals, permits and licences required for the premises, facilities and use of equipment of private hospitals which include amongst others, the following:
 - (i) the certificate of completion and compliance to occupy the building by the local authority;
 - (ii) fire certificate by the Fire Department in accordance with the Fire Services Act 1998 and Fire Services (Fire Certificate) Regulations 2001;

6. INFORMATION ON OUR GROUP (Cont'd)

- (iii) the licence to store and use radio-ionising apparatus by the Atomic Energy Licensing Board issued pursuant to the Atomic Energy Licensing Act 1984; and
- (iv) the certificate of fitness by the Department of Occupational Safety and Health Malaysia in accordance with the Factories and Machinery Act 1967 and Factories and Machinery (Notification, Certificate of Fitness and Inspection) Regulations 1970;
- (c) the Poisons Act 1952 which requires pharmacist handling medicine in a private hospital to have a valid licence to import, store and deal with the permitted poisons; and
- (d) the Environmental Quality Act 1974 and its relevant regulation, Environmental Quality (Scheduled Wastes) Regulations 2005 which controls the disposal of the clinical waste arising from medical, nursing or similar practices.

As at the LPD, we are in compliance with all the ancillary laws and regulations set out above.

6.9.6 Material investments and divestitures**(i) Material investments**

Save as disclosed below, we do not have any material capital expenditure for the Period Under Review and up to the LPD:

Description	FYE 2018	FYE 2019	FYE 2020	FYE 2021	4-month FPE 31 October 2021	Between 1 November 2021 up to the LPD
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
Plant and equipment comprising, amongst others:						
• Computer equipment	220	499	85	61	13	5
• Furniture and fittings	288	114	1	15	3	2
• Medical equipment	2,034	598	502	1,596	43	9
• Renovation	1,276	738	5	10	-	-
Total	3,818	1,949	593	1,682	59	16

The above material capital expenditure are for our operations in Malaysia and primarily financed by a combination of bank borrowings and internally generated funds.

In FYE 2018, we incurred capital expenditure of RM3.82 million largely on medical equipment (RM2.03 million) and renovation (RM1.28 million). These capital expenditures relate to the renovation of our existing medical centre and purchase of medical equipment during our first year of operations.

In FYE 2019, we incurred capital expenditure of RM1.95 million largely on renovation (RM0.74 million) and medical equipment (RM0.60 million). These renovation mainly relates to the variation order claims by our contractor for the renovation of our existing medical centre carried out in the preceding financial year. The purchase of additional medical equipment is mainly for our operating theatre and inpatient ward.

6. INFORMATION ON OUR GROUP (Cont'd)

In FYE 2020, we incurred capital expenditure of RM0.59 million largely on medical equipment (RM0.50 million). The purchase of additional medical equipment is mainly to cater to increasing demand for our endoscopy procedures and surgeries.

In FYE 2021, we incurred capital expenditure of RM1.68 million largely on medical equipment (RM1.60 million). The purchase of additional medical equipment is mainly for the new operating theatre added to existing our medical centre in 2021.

In 4-month FPE 31 October 2021, we incurred capital expenditure of RM0.06 million largely on medical equipment (RM0.04 million). The purchase of additional medical equipment is mainly for our operating theatre.

The investment in capital expenditure is to cater to the increase in the level of our business operations, and is in line with our revenue growth during the Period Under Review.

(ii) Material divestitures

For the Period Under Review and up to the LPD, we do not have any material divestitures.

6.9.7 Material plans to construct, expand or improve our facilities

Save for the proceeds of our IPO to be used for the expansion of our existing medical centre and geographical expansion of our services as disclosed in **Section 4.7 and Section 7.11** of this Prospectus, our Group has no other immediate plans to construct, expand or improve our facilities.

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7. BUSINESS OVERVIEW

7.1 OUR HISTORY

Our Company was incorporated in Malaysia under the Act on 3 February 2021 as a private limited company under the name of Cengild Medical Sdn Bhd, and was subsequently converted into a public limited company on 2 July 2021.

Our historical milestones are as follows:

Commencement of our medical centre operations

Our Group is a healthcare provider started by Dato' Dr Tan Huck Joo, Emeritus Professor Dato' Dr Goh Khean Lee, Dr Mohamed Akhtar Bin Mohamed Ditali Qureshi, Dr Ong Siew Kuen, and Dr Ramesh A/L K Gurunathan ("**Founding Consultants**") with a vision to establish a centre of excellence specialising in the diagnosis and treatment for gastrointestinal and liver diseases, and obesity.

Dato' Dr Tan Huck Joo, Emeritus Professor Dato' Dr Goh Khean Lee, Dr Mohamed Akhtar Bin Mohamed Ditali Qureshi, and Dr Ramesh A/L K Gurunathan have in the past, served as president and committee members of the Malaysian Society of Gastroenterology and Hepatology and have been organising meetings and educational events for the society for many years. They are also frequently invited to speak at other gastrointestinal societies and have been collaborating with many key opinion leaders, both within the Asian Pacific region and globally. The idea of a specialised and dedicated gastrointestinal centre has been realised in hospitals such as the Asian Institute of Gastroenterology at Hyderabad, India, and St Mark's Hospital, Harrow, United Kingdom. The concept of a similar hospital in Malaysia was first mooted more than 10 years ago by the founders who shared the same vision. Ultimately, they wanted a dedicated specialised tertiary care centre for gastrointestinal and liver diseases, and obesity, for the Malaysian public at an affordable cost. Dr Ong Siew Kuen was invited to be one of the Founding Consultants when Cengild was established in 2016.

The initial shareholdings of Cengild in 2016 were 55% held by Cengild Partners and 45% by Cengild Investors. The Founding Consultants held equity interest in Cengild through Cengild Partners. Dato' Dr Tan Huck Joo, Emeritus Professor Dato' Dr Goh Khean Lee, Dr Mohamed Akhtar Bin Mohamed Ditali Qureshi, Dr Ong Siew Kuen, and Dr Ramesh A/L K Gurunathan held shareholdings of 30%, 19%, 19%, 13% and 9% respectively in Cengild Partners. The shareholdings of Cengild Investors were held by a group of investors, including Anne Marie Loh Foong Han, our Promoter and Substantial Shareholder, who held 33.5% equity interest in Cengild Investors. There have since been changes in the shareholdings of Cengild Partners and Cengild Investors which have resulted in the shareholdings as disclosed in **Section 6.3** of this Prospectus.

Our medical centre commenced operations in October 2017 at Nexus @ Bangsar South, Kuala Lumpur, with a built-up area of approximately 36,588 square feet.

When our medical centre first commenced operations, our facilities included six (6) clinics, ten (10) inpatient beds, three (3) endoscopy rooms, one (1) operating theatre, radiology department, accident and emergency department, a pharmacy, a laboratory and a central sterile supply department.

Dr Mustafa Mohammed Taher subsequently joined our Group in 2019 as a consultant and became a shareholder in 2020 by subscribing 6.0% of the enlarged issued shares of Cengild through Medic Quest. Consequently, the shareholdings of Cengild Partners and Cengild Investors in Cengild were diluted to 51.7% and 42.3% respectively.

7. BUSINESS OVERVIEW (Cont'd)**Expanded medical services and facilities**

In 2018, our medical services were available for patients with coverage from insurance companies and third-party administrators in Malaysia. The partnerships between Cengild and insurance companies and third party administrators is in respect of the appointment of Cengild as the panel medical centre of the insurance companies and third party administrators, which allow Cengild to provide healthcare services to the members/policy holders of the insurance companies and third party administrators. Further, with the partnerships between Cengild and insurance companies and third party administrators, patients with personal insurance coverage as well as those with corporate healthcare coverage are issued with medical cards and/or guarantee letters that can be used at our medical centre.

The insurance companies and third party administrators and tenure of the partnerships are as follows:

No.	Name of insurance companies/third party administrators	Tenure
1.	AIA Health Services Sdn Bhd	Effective on 1 July 2018 and shall continue unless terminated
2.	Allianz Life Insurance Malaysia Berhad	Effective on 12 February 2019 and shall continue unless terminated
3.	Great Eastern Life Assurance (Malaysia) Berhad	Effective on 1 April 2019 for a period of two (2) years and shall automatically be renewed for a further term of two (2) years unless terminated
4.	Etika Life Insurance Berhad	Effective on 1 December 2018 for a period of three (3) years and shall automatically be renewed for a further term of three (3) years unless terminated
5.	Etika Family Takaful Berhad	Effective on 1 December 2018 for a period of three (3) years and shall automatically be renewed for a further term of three (3) years unless terminated
6.	Asia Assistance Network (M) Sdn Bhd	Effective on 11 November 2017 and shall continue unless terminated
7.	Eximius Medical Administration Solutions Sdn Bhd	Effective on 23 October 2017 ⁽¹⁾
8.	IA International Assistance Sdn Bhd	Effective on 1 October 2019 and shall continue unless terminated
9.	Medilinkglobal (M) Sdn Bhd	Effective on 9 May 2019 for a period of two (2) years and shall automatically be renewed for a further term of two (2) years unless terminated
10.	ASP Medical Clinic Sdn Bhd	Effective on 26 February 2018 ⁽¹⁾
11.	Integrated Health Plans (Malaysia) Sdn Bhd (formerly known as Corporate Outsource Services Sdn Bhd)	Effective on 1 March 2019 for a period of three (3) months and shall be automatically be renewed for successive terms of three (3) months unless terminated.
12.	Mediexpress (Malaysia) Sdn Bhd	Effective on 13 November 2017 ⁽¹⁾
13.	MiCare Sdn Bhd	Effective on 15 November 2017 ⁽¹⁾
14.	MSH CHINA Enterprise Services Co., Ltd	Effective on 31 December 2021 and shall continue unless terminated.
15.	PMCare Sdn Bhd	Effective on 19 October 2017 ⁽¹⁾
16.	CompuMed Services Sdn Bhd	Effective from 22 January 2018 and shall continue unless terminated
17.	Healthmetrics Sdn Bhd	Effective from 3 April 2020 and shall continue unless terminated

7. BUSINESS OVERVIEW (Cont'd)

No.	Name of insurance companies/third party administrators	Tenure
18.	Health Connect Sdn Bhd	Effective from 10 November 2017 ⁽¹⁾
19.	IHM Sdn Bhd	Effective from 2 November 2021 ⁽¹⁾

Notes:

(1) There is no tenure specified in the agreement/letter of appointment.

Our business and profitability are not materially dependent on the above partnership arrangements with insurance companies and third party administrators.

We started providing diagnosis and treatment of gastrointestinal related cancer and gynaecological related conditions, which were discovered in our patients when they sought treatment at our medical centre for gastrointestinal and liver diseases including engaging consultants specialising in oncology and gynaecology in 2018.

In 2019, we opened an additional one (1) clinic and ten (10) inpatient beds. We also expanded our services to include dietetic and physiotherapy services by hiring dietician and physiotherapist for our patients who require such services post operatively. Within the same year, we received two (2) awards, namely the "Gastroenterology Service Provider of the Year" by Global Health and Travel and the "Malaysia Health and Wellness Brand Award 2019 - Private Hospital category" by Sin Chew Daily and Life Magazine. In the same year, we partnered with an independent third-party administrator, IA International Assistance Sdn. Bhd. ("**IA International**"), which serves the Indonesian market to offer patients in Indonesia the opportunity to seek medical treatment in Malaysia. IA International has a network of over 40,000 service providers and partners with 15 offices around the world and offers a range of services, including providing cashless access to hospitals and specialists worldwide, medical concierge and emergency medical or travel assistance, issuance of guarantee of payments and arrangement for medical check-up. The arrangement between our Group and IA International is still active and allows clients of IA International to be hospitalised at our medical centre.

In 2021, we further expanded our services to include cardiology assessments (such as treadmill stress test, general cardiac assessment, and echocardiography) and diagnosis and treatment of urology related conditions. We provide cardiology services by engaging a qualified and experienced cardiologist to assess patients pre operatively and manage patients post operatively through our 30%-owned joint venture, Cardiac Care, where services are provided by Dr Hendrick Chia Miah Yang, a visiting consultant, who holds 70% equity interest in Cardiac Care. We also engaged consultants specialising in urology to provide urology services. We also opened another operating theatre and three (3) additional clinics.

Today, we offer specialised diagnosis and treatment for gastrointestinal and liver diseases, and obesity facilitated by ten (10) clinics, three (3) endoscopy rooms, twenty-eight (28) beds (which include eight (8) day care beds), special diagnostic (treadmill stress test and echocardiography) department, two (2) operating theatres, radiology department, accident and emergency department, pharmacy, laboratory and central sterile supply department.

As at the LPD, we have six (6) employee consultants, five (5) resident consultants, 17 visiting consultants and four (4) medical officers, of which three (3) employee consultants and four (4) visiting consultants are specialising in gastrointestinal and liver diseases, and obesity. Our medical services also include the diagnosis and treatment of selected gynaecology, urology and oncology related conditions, and also general cardiology assessments.

In addition, we also offer 24-hour outpatient accident and emergency service, health screening, physiotherapy and histopathology services.

7. BUSINESS OVERVIEW (Cont'd)

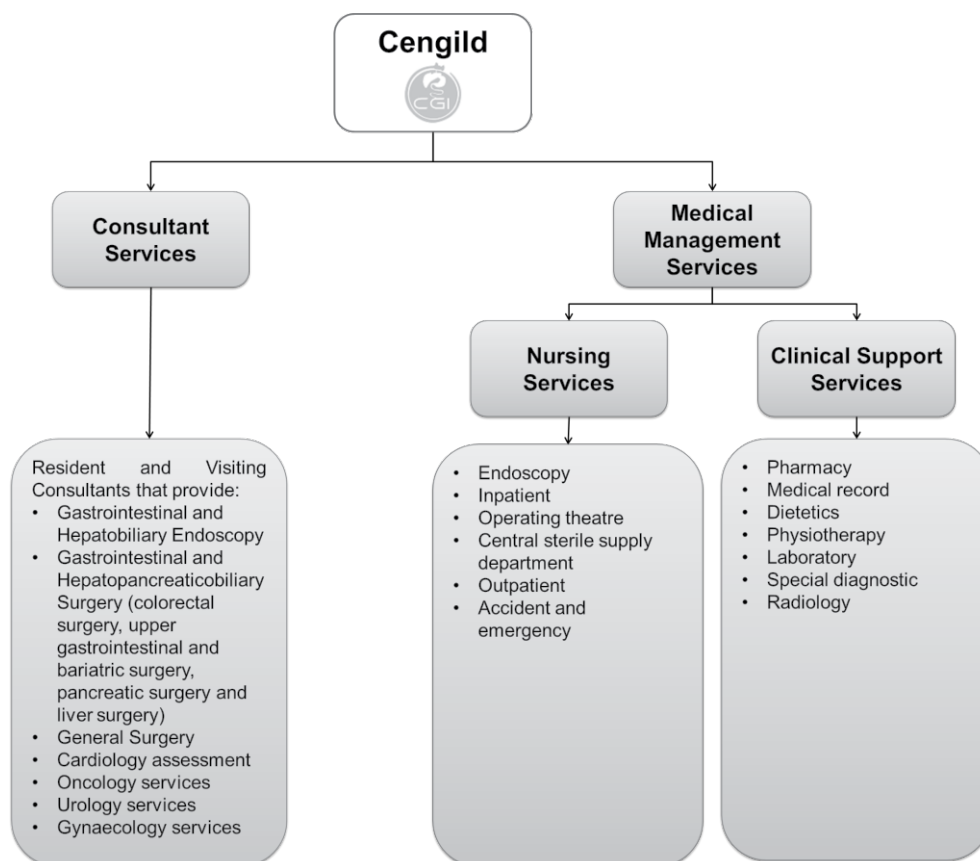
7.2 KEY ACHIEVEMENTS, MILESTONES AND AWARDS

Our key achievements/milestones are as follows:

Year	Key achievements and milestones
2017	Commenced operations at Nexus @ Bangsar South, Kuala Lumpur with six (6) clinics, 10 inpatient beds, three (3) endoscopy rooms, one (1) operating theatre, a radiology department, an accident and emergency department, a pharmacy, a laboratory and a central sterile supply department.
2018	<ul style="list-style-type: none"> ▪ Became part of a corporate panel with insurance companies and third party administrators. ▪ Expanded our services to include gastrointestinal related oncology and gynaecology services.
2019	<ul style="list-style-type: none"> ▪ Expanded our medical centre where we added one (1) clinic and 10 inpatient beds. ▪ Received the "Gastroenterology Service Provider of the Year in Asia Pacific" award by Global Health and Travel. ▪ Received the "Malaysia Health and Wellness Brand Award 2019 – Private Hospital category" by Sin Chew Daily and Life Magazine. ▪ Became part of a corporate panel with IA International Assistance Sdn Bhd which serves the Indonesian market to offer patients in Indonesia the opportunity to seek medical treatment in Malaysia.
2021	<ul style="list-style-type: none"> ▪ Expanded our services to include cardiology and urology services. ▪ Expanded our medical centre where we added one (1) operating theatre and three (3) clinics. ▪ Received the "Bariatric Medical Centre of the Year in Asia Pacific" award by Global Health and Travel.

7. BUSINESS OVERVIEW (Cont'd)**7.3 DESCRIPTION OF OUR MEDICAL CENTRE BUSINESS**

We are a healthcare service provider operating a medical centre specialising in the diagnosis and treatment of gastrointestinal and liver diseases, and obesity. Our medical centre is located at Nexus @ Bangsar South, Kuala Lumpur. Our business activities are set out below:

**^Revenue contribution for the FYE 2021****Consultant Services**

RM23.40 million (36.9%)

Medical Management Services▪ **Nursing Services**

RM19.79 million (31.2%)

▪ **Clinical Support Services**

RM19.14 million (30.1%)

Customer Base

Individual patients and corporate clients

Supplier Base

Private laboratory diagnostic company, manufacturers and distributors of pharmaceutical products and medical supplies and consumables

Note:

[^] Includes our revenue for "others" segment (FYE 2021: RM1.14 million (1.8%)), which comprises contribution by certain resident consultants (namely, our current six (6) employee consultants who were resident consultants during the Period Under Review and one (1) visiting consultant who was a resident consultant during FYE 2018) whereby a 20% of income earned by them in other medical centres is contributed to our Group as administrative fee.

7. BUSINESS OVERVIEW (Cont'd)

Currently, our medical centre has 10 clinics, three (3) endoscopy rooms, twenty-eight (28) beds (including eight (8) day care beds), two (2) operating theatres, radiology department, accident and emergency department, pharmacy, laboratory and central sterile supply department. Our team of consultants provide tertiary care subspecialised advance endoscopic services, gastrointestinal and general surgeries, gynaecological and urological endoscopy services and surgeries, supported by a cardiologist. Tertiary care subspecialised services refer to the level of healthcare services provided to patients which typically involves specialist consultative care, advanced treatment or complex surgery and inpatient care, within a medical specialty.

As at the LPD, we have six (6) employee consultants, five (5) resident consultants, 17 visiting consultants and four (4) medical officers, of which three (3) employee consultants and four (4) visiting consultants are consultants specialising in gastrointestinal and liver diseases, and obesity.

As at the LPD, the list of consultants and medical officers practising in our medical centre as well as their areas of specialisation are as follows:

No.	Specialisation	Number of Consultants / Medical Officers			
		Employee Consultant	Resident Consultant	Visiting Consultant	Medical Officer
1.	Gastroenterology & Hepatology	3	-	4	-
2.	Upper Gastrointestinal and General Surgery	2	-	-	-
3.	Colorectal and General Surgery	1	-	2	-
4.	General Surgery & Hepatobiliary	-	-	2	-
5.	Obstetrics & Gynaecology	-	1	2	-
6.	Anesthetist	-	2	1	-
7.	Urology	-	1	4	-
8.	Internal Medicine	-	-	1	-
9.	Cardiologist	-	-	1	-
10.	Radiology	-	1	-	-
11.	Accident & Emergency	-	-	-	4
Total		6	5	17	4

Our revenue by business segment for the Period Under Review are as follows:

	<-----Audited----->								Audited 4-month FPE 31 October 2021	
	FYE 2018		FYE 2019		FYE 2020		FYE 2021		RM'000	%
	RM'000	%	RM'000	%	RM'000	%	RM'000	%		
Consultant services⁽¹⁾	3,439	29.5	9,377	33.3	13,410	34.2	23,401	36.9	7,608	37.0
Medical management services										
• Nursing services	3,179	27.2	7,739	27.4	11,805	30.1	19,793	31.2	6,175	30.1
• Clinical support services	3,320	28.4	9,062	32.2	12,370	31.6	19,140	30.1	6,541	31.9
	6,499	55.6	16,801	59.6	24,175	61.7	38,933	61.3	12,716	62.0
Others⁽²⁾	1,741	14.9	2,005	7.1	1,595	4.1	1,136	1.8	200	1.0
Total	11,679	100.0	28,183	100.0	39,180	100.0	63,470	100.0	20,524	100.0

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

- (1) Our revenue for consultant services segment is derived from the consultation and treatment services provided at our medical centre.

The contribution from the employee consultants, resident consultants and visiting consultants to our revenue for consultant services segment is as follows:

Category	<-----Audited----->								Audited 4-month FPE 31 October 2021	
	FYE 2018		FYE 2019		FYE 2020		FYE 2021		RM'000	%
	RM'000	%	RM'000	%	RM'000	%	RM'000	%		
Employee consultants*	3,188	92.7	8,152	86.9	10,444	77.9	17,650	75.4	5,317	69.9
Resident consultants	175	5.1	897	9.6	2,194	16.4	4,048	17.3	1,421	18.7
Visiting consultants	76	2.2	328	3.5	772	5.7	1,703	7.3	870	11.4
Total	3,439	100.0	9,377	100.0	13,410	100.0	23,401	100.0	7,608	100.0

* Comprising Dato' Dr Tan Huck Joo, Emeritus Professor Dato' Dr Goh Khean Lee, Dr Mohamed Akhtar Bin Mohamed Ditali Qureshi, Dr Ramesh A/L K Gurunathan, Dr Ong Siew Kuen and Dr Mustafa Mohamed Taher, who were our resident consultants during the Period Under Review, and have become our employee consultants with effect from 1 September 2021.

- (2) Our revenue for this segment comprises contribution by certain resident consultants (namely, our current six (6) employee consultants who were resident consultants during the Period Under Review and one (1) visiting consultant who was a resident consultant during FYE 2018) whereby a 20% of the consultation and treatment fees earned by them in other medical centres is contributed to our Group as administrative fee. This is pursuant to the previous agreements between Cengild and the consultants. These agreements have been terminated as they have been employed as employee consultants with effect from 1 September 2021. Please refer to Note (2) of **Section 10.1** and **Section 11.1.3** of this Prospectus for details of the previous agreements and the arrangement under the employment agreement with our employee consultants. The contribution of administrative fees by the said consultants will not recur after Listing. The other resident consultants (other than the said employee consultants) did not contribute to the revenue for this segment during the Period Under Review.

Our medical centre's business activities comprise the following:

- (i) Consultant services; and
- (ii) Medical management services which comprise nursing services and clinical support services.

Our consultants and medical officers are supported by nursing staff and clinical support staff such as physiotherapists, pharmacists and dieticians who facilitate our clinical support services which include pharmaceutical services, dietetics and nutrition, physiotherapy, and radiology.

We are also supported by administrative and finance staff who carry out activities on administration and financial matters for our medical centre and patients.