THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to the course of action to be taken, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

Bursa Malaysia Securities Berhad ("Bursa Securities") has not perused this Circular prior to its issuance as it is an exempt document pursuant to Rule 2.1 of Guidance Note 22 of the ACE Market Listing Requirements of Bursa Securities.

Bursa Securities takes no responsibility for the contents of this Circular, 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 Circular.

CENGILD MEDICAL BERHAD

Registration No.: 202101004143 (1404442-P)
(Incorporated in Malaysia)

CIRCULAR TO SHAREHOLDERS

IN RELATION TO THE

PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

The above proposal will be tabled as Special Business at the Sixth Annual General Meeting ("6th AGM") of Cengild Medical Berhad ("Company"). The Notice of the 6th AGM together with the Proxy Form are enclosed together with the Annual Report 2026 of the Company. Details of the Company's 6th AGM which will be held at LG1, Cengild Specialist Hospital, No. 2 Jalan 1/112H, Bangsar South Off Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia are set out below:

Date and time of the 6th AGM	:	Friday, 27 November 2026 at 3.00 p.m.
Last date and time for lodging the Proxy Form	:	Wednesday, 25 November 2026 at 3.00 p.m.

You are entitled to attend and vote at the 6th AGM of the Company or to appoint a proxy or proxies to attend and vote on your behalf. The Proxy Form must be deposited at the office of the Company's Share Registrar situated at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or alternatively, into the drop box located at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or by electronic lodgement via the portal at https://srmy.vistra.com before the time and date indicated above should you unable to attend the meeting. The lodging of the Proxy Form will not preclude you from attending and voting remotely at the meeting if you subsequently wish to do so.

This Circular is dated 29 October 2026

DEFINITIONS

Except where the context otherwise requires, the following definitions shall apply throughout this Circular:

Act	:	Companies Act 2016, as amended from time to time and any re-enactment thereof
AGM	:	Annual General Meeting
Annual Report 2026	:	Annual Report of Cengild Medical for the financial year ended 30 June 2026
Andaman Healthcare	:	Andaman Healthcare Sdn Bhd [202601031384 (1693479-A)]
Andaman Hospital	:	Andaman Hospital Sdn Bhd [202601031957 (1694052-P)]
Board	:	Board of Directors of Cengild Medical
Bursa Securities	:	Bursa Malaysia Securities Berhad [200301033577 (635998-W)]
Bangsar South Tower Parking	:	Bangsar South Tower Parking Sdn Bhd [202601026265 (1688361-V)]
Cardiac Care	:	Cardiac Care Centre Sdn Bhd [202001022875 (1379195-U)]
Cengild Medical or Company	:	Cengild Medical Berhad [202101004143 (1404442-P)]
Cengild	:	Cengild Sdn Bhd [201501009058 (1134393-W)]
Cengild Medical Group or Group	:	Cengild Medical and its subsidiaries and associate, collectively
Curie Oncology KL	:	Curie Oncology KL Sdn Bhd [202301028264 (1522187-X)]
Directors	:	Shall have the meaning given in Section 2(1) of the Capital Markets and Services Act 2007 and includes any person who is or was within the preceding 6 months of the date on which the terms of the transaction were agreed upon, a director or a chief executive of Cengild Medical or any other company which is a subsidiary or a holding company of Cengild Medical
Employee Consultants	:	Employees who are paid a fixed monthly salary and a performance-based bonus, namely Dato' Dr Tan Huck Joo and Dr Mohamed Akhtar Bin Mohamed Ditali Qureshi, who are also Executive Directors of the Company
Interested Directors	:	Dato' Dr. Tan Huck Joo and Dr. Mohamed Akhtar Bin Mohamed Ditali Qureshi, collectively
Interested Major Shareholder	:	Dato' Dr. Tan Huck Joo

Listing Requirements	:	ACE Market Listing Requirements of Bursa Securities, including any amendments that may be made from time to time
LPD	:	2 October 2026, being the latest practicable date prior to the printing of this Circular
Major Shareholder	:	Means a person who has an interest or interests in one or more voting shares in Cengild Medical and the number or aggregate number of those shares, is: (a) 10% or more of the total number of voting shares in Cengild Medical; or (b) 5% or more of the total number of voting shares in Cengild Medical where such person is the largest shareholder of Cengild Medical and includes any person who is or was within the preceding six (6) months of the date on which the terms of the transaction were agreed upon, such major shareholder of the Company or any other company which is its subsidiary or holding company. For the purpose of this definition, "interest in shares" has the meaning given in Section 8 of the Act.
Proposed Shareholders' Mandate	:	Proposed renewal of the existing shareholders' mandate for recurrent transactions as set out in section 2.3 of this Circular
Related Party(ies)	:	Director(s), Major Shareholder(s) or person(s) connected with such Director(s) or Major Shareholder(s)
RRPT(s)	:	A transaction(s) entered into by the Group which involves the interest, direct or indirect, of a Related Party(ies), which is recurrent, of a revenue or trading nature which are necessary for the day-to-day operations and are in the ordinary course of business of the Group
RM and sen	:	Ringgit Malaysia and sen, respectively
UNCKL	:	UNCKL Sdn Bhd [202001042110 (1398431-D)]
Urohealth	:	Urohealth Sdn Bhd [202301014147 (1508069-A)]

References to "we", "us", "our" and "ourselves" are to our Company and where the context requires, shall include our subsidiaries. All references to "you" in this Circular are referred to Cengild Medical's shareholders.

Words incorporating the singular shall, where applicable, include the plural and vice versa. Words incorporating the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa. Any reference to persons shall include a corporation, unless otherwise specified.

Any reference in this Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any reference to a time of a day in this Circular shall be reference to Malaysian time, unless otherwise specified.

TABLE OF CONTENTS

		PAGE
LETTER TO THE SHAREHOLDERS OF CENGILD MEDICAL CONTAINING:		
1.	INTRODUCTION	1
2.	DETAILS OF THE PROPOSED SHAREHODERS' MANDATE	
	2.1 Provisions under the Listing Requirements	2
	2.2 Principal activities of the Group	3
	2.3 Information and Class of Related Parties, Nature of RRPTs and Estimated Value	4
	2.4 Outstanding amount due under the RRPTs	6
	2.5 Review and Disclosure Procedures for the RRPTs	6
	2.6 Threshold of Authority	7
	2.7 Statement by Audit and Risk Management Committee	7
	2.8 Disclosure in the Annual Report	7
3.	RATIONALE AND BENEFIT OF THE PROPOSED SHAREHOLDERS' MANDATE	7
4.	INTERESTS OF DIRECTORS, MAJOR SHAREHOLDER AND/OR PERSONS CONNECTED TO THEM	8
5.	APPROVALS REQUIRED	9
6.	DIRECTORS' STATEMENT AND RECOMMENDATION	9
7.	6TH AGM	9
8.	FURTHER INFORMATION	9
APPENDICES		
I.	FURTHER INFORMATION	10
II.	EXTRACT OF THE ORDINARY RESOLUTION TO BE TABLED AT THE 6TH AGM OF CENGILD MEDICAL IN RELATION TO THE PROPOSED SHAREHOLDERS' MANDATE	11

CENGILD MEDICAL BERHAD

Registration No.: 202101004143 (1404442-P)
(Incorporated in Malaysia)

Registered Office:
Unit 1203, Level 12 Uptown 1
No. 1 Jalan SS21/58
Damansara Uptown
47400 Petaling Jaya
Selangor

29 October 2026

Board of Directors:

Dato' Dr. Tan Huck Joo *(Executive Chairman)*
Dr. Mohamed Akhtar Bin Mohamed Ditali Qureshi *(Executive Director)*
Dr. Azrina Binti Abu Bakar *(Independent Non-Executive Director)*
Dr. Yap Tat Hiung *(Independent Non-Executive Director)*

To: The Shareholders of Cengild Medical

Dear Sir/ Madam

PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

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1. INTRODUCTION

The Company had, at its Fifth AGM held on 28 November 2025, obtained its shareholders' approval for the shareholders' mandate to enable the Group to enter into RRPT with Related Parties in the ordinary course of business which are necessary for the day-to-day operations of the Group.

The authority granted pursuant to the shareholders' mandate shall, in accordance with the Listing Requirements, lapse at the conclusion of the forthcoming 6th AGM of the Company to be held on 27 November 2026, unless the authority is renewed.

On 6 October 2026, the Board announced that the Company intends to seek shareholders' approval for the Proposed Shareholders' Mandate at the forthcoming 6th AGM.

The purpose of this Circular is to provide you with information on the Proposed Shareholders' Mandate and to seek your approval for the resolution pertaining to the Proposed Shareholders' Mandate to be tabled as a Special Business at the forthcoming 6th AGM of the Company. The extract of the resolution relating to the Proposed Shareholders' Mandate is enclosed together with this Circular.

SHAREHOLDERS ARE ADVISED TO READ THE CONTENT OF THIS CIRCULAR CAREFULLY BEFORE VOTING ON THE RESOLUTION TO GIVE EFFECT TO THE PROPOSED SHAREHOLDERS' MANDATE.

2. DETAILS OF THE PROPOSED SHAREHOLDERS' MANDATE

2.1 Provisions under the Listing Requirements

Pursuant to Rule 10.09 and Guidance Note 8 of the Listing Requirements, the Company may seek shareholders' mandate to enter into RRPTs with Related Parties subject to the following:

(a) the transactions are in the ordinary course of business and are on terms not more favourable to the Related Party than those generally available to the public;

(b) the shareholders' mandate is subject to annual renewal and disclosure is made in the annual report of the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year where the aggregate value is equal to or more than the threshold prescribed under Rule 10.09(1) of Listing Requirements as follows:

In relation to a listed corporation with a share capital of RM60 million and above:

(a) the consideration, value of assets, capital outlay or costs of the RRPTs is RM1 million or more; or

(b) the percentage ratios of such RRPTs is 1% or more,

whichever is the higher;

(c) issuance of a circular to shareholders by the Company containing information as specified in the Listing Requirements;

(a) in a meeting to obtain shareholders' mandate, the Interested Director, Interested Major Shareholder or persons connected with the Interested Director or major shareholder; and where it involves the interest of an interested person connected with a director or major shareholder, such director or major shareholder, must not vote on the resolution approving the transactions. The Interested Director or Interested Major Shareholder must ensure that persons connected with him will also abstain from voting on the resolution approving the transactions; and

(b) the Company immediately announces to Bursa Securities when the actual value of a RRPT entered into by the Company, exceeds the estimated value of the RRPTs disclosed under **Section 2.3** of this Circular by 10% or more.

The Proposed Shareholders Mandate is subject to annual renewal and if approved at the forthcoming 6th AGM, shall only continue to be in force until:

(a) the conclusion of the next AGM of the Company following the forthcoming 6th AGM at which the Proposed Shareholders' Mandate was passed, at which time the Proposed Shareholders' Mandate will lapse, unless by a resolution passed at the AGM, the authority is renewed;

(b) the expiration of the period within which the next AGM after that date is required to be held pursuant to Section 340(2) of the Act (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or

(c) revoked or varied by resolution passed by the shareholders in general meeting,

whichever is the earlier. The Proposed Shareholders Mandate will take effect immediately from the date of the passing of the ordinary resolution at the forthcoming 6th AGM.

2.2 Principal activities of the Group

The principal activity of Cengild Medical is investment holding. The principal activities of the subsidiaries and associate of Cengild Medical as at the LPD are set out below:

Name of Company	Effective Equity Interest (%)	Principal Activities
Direct Subsidiary		
Cengild	100	Health care and clinical support services.
Indirect Subsidiary		
Bangsar South Tower Parking	52.3	Operation and management of parking facilities for motor vehicles, including car parks, parking lots, valet services, and related support activities incidental to land transportation
Associate		
Andaman Healthcare	25	Investment Holdings
Andaman Hospital	25	Operate and Manage hospitals and healthcare facilities and to provide medical, surgical, diagnostic, therapeutic, preventive and rehabilitative healthcare services
Curie Oncology KL	25	Principally engaged in oncology clinic.
Cardiac Care	25	Specialist in medical practice and to provide consultancy on the medical treatment in treating heart-related disorder and issues.
UNCKL	30	Activities of holding companies; specialised medical services; and to set up a specialist medical practice to provide consultancy on the medical treatment relating to the function and disorders of urinary system. Currently, UNCKL is dormant.
Urohealth	30	Business of specialised medical services.

2.3 Information and Class of Related Parties, Nature of RRPTs and Estimated Value

Transacting Company	Transacting Party	Nature of transaction	Nature of relationship	Estimated value as disclosed in the preceding year's circular to shareholders dated 30 October 2025	Actual value transacted since the last AGM up to LPD@	Estimated value transacted from 6th AGM to the next AGM*
				RM'000	RM'000	RM'000
Cengild	Dato' Dr. Tan Huck Joo ("Dato' Dr. Tan")	Assignment of income earned by Dato' Dr. Tan in other medical centres to Cengild^	Interested Director and Major Shareholder	900	494	800
Cengild	Dr. Mohamed Akhtar Bin Mohamed Ditali Qureshi ("Dr. Mohamed Akhtar")	Assignment of income earned by Dr Mohamed Akhtar in other medical centres to Cengild^	Interested Director	800	648	700

Notes:

^ *The Employee Consultants provide consultation services and undertake medical treatments for their patients in other medical centres. Pursuant to the employment agreements and deeds of assignment entered into between the Employee Consultants and Cengild respectively, as long as they are under the employment of Cengild:*

(a) *they will assign to Cengild all their income earned by them in other medical centres; and*

(b) *Cengild will pay them 80% of the income earned by them in other medical centres.*

The 20% of the said income retained by Cengild is recognised as "other income" of the Group.

The amounts quantified herein are based on 100% of the income earned by the Employee Consultants in other medical centres as set out in (a) above.

* *The estimated aggregate value of the transaction from the date of the forthcoming 6th AGM until the next AGM was arrived at after taking into consideration the past three (3) financial years of the historical data of actual value transacted, and management's forecasts and anticipated business volume. The estimated values may vary and are subject to changes.*

@ *The Actual Value transacted of the above transactions from the date on which the existing mandate was obtained (i.e. from the date of last AGM held on 28 November 2025) up to the LPD in respect of the Proposed Shareholders' Mandate did not exceed the Estimated Value by 10% or more.*

2.4 Outstanding amount due under the RRPTs

As at the LPD, there is no amount due and owing to the Group by its Related Parties.

2.5 Review and Disclosure Procedures for the RRPTs

(i) In reviewing the RRPTs, the Audit and Risk Management Committee shall review the terms thereof to determine whether such RRPTs will be conducted at arm's length basis, on transaction prices and on normal commercial terms in the ordinary course of business and on terms not more favourable to the Related Parties than those generally available to the public and will not be detrimental to the shareholders or disadvantage to the Group. In its review and approval of such transactions, the Audit and Risk Management Committee may, as it deems fit, request for additional information pertaining to the transactions from independent sources or professionals.

(ii) In determining whether the arrangement for the Employee Consultants to provide consultation services and medical treatments in other medical centre is fair, essential and favourable to the Group and is not detrimental to the shareholders, the Audit and Risk Management Committee will take into consideration the following factors:

(a) if there are insufficient beds in our medical centre to cater for all the Employee Consultants' patients if the Employee Consultants were to work full time at our medical centre and not allowed to practice in other medical centres, the Employee Consultants may have to turn away patients because of our bed capacity constraint;

(b) if the patients of our Employee Consultants have other illnesses that require other specialists' attention which our medical centre does not have such specialists at this juncture and as a result, the Employee Consultants may not be able to treat these patients who are inpatients in other medical centres; and

(c) that 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 companies or third-party administrators may prefer to have their consultations and medical treatments performed in other medical centres.

Subsequent to the review and/or approval of all the RRPTs, these RRPTs will be reported to the Board to ensure that they are properly transacted, documented and monitored.

(iii) At least two other contemporaneous transactions with unrelated third parties for similar products/services and/or quantities will be used as comparison, wherever possible, to determine whether the price and terms offered to/by the Related Parties are fair and reasonable and comparable to those offered to/by other unrelated third parties for the same or substantially similar type of products/services and/or quantities. Where quotation or comparative pricing from unrelated third parties cannot be obtained, the transaction price will be determined by the Group based on the usual business practices of the Group to ensure the RRPT are not detrimental to the Group.

(iv) In the case of RRPT where any of the Director has direct or indirect interest, he shall abstain from all deliberations and voting in respect of the said transaction. Where any member of the Audit and Risk Management Committee is interested in any transactions, that member shall abstain from all deliberations and voting in any matter relating to any decision to be taken by the Audit and Risk Management Committee with respect to such transactions.

2.6 Threshold of Authority

There is no specific threshold for approval of RRPTs within the Group. All RRPTs are subject to the approval of the Board after being reviewed by the Audit and Risk Management Committee.

2.7 Statement by the Audit and Risk Management Committee

The Audit and Risk Management Committee has seen and reviewed the procedures established in **Section 2.5** above and is of the view that:

(i) the said procedures for the RRPTs are sufficient to ensure that the RRPTs will be made at arm's length and in accordance with the Company's normal commercial terms and are not more favourable to the Related Parties than those generally available to the public and are not to the detriment of the minority shreholders; and

(ii) the Group has in place adequate procedures and processes to monitor, track and identify RRPTs in a timely and orderly manner.

The Audit and Risk Management Committee will review the RRPT procedures and processes on an annual basis.

2.8 Disclosure in the Annual Report

Disclosure will be made in accordance with Rule 3.1.5 of Guidance Note 8 of the Listing Requirements, which requires a breakdown of the aggregate value of the RRPTs entered into during the financial year, amongst others, based on the following information:

(i) the type of the RRPTs made; and

(ii) the names of the Related Parties involved in each type of the RRPTs made and their relationships with the Company.

The above disclosure will be made in the Company's Annual Report for each subsequent financial year after the Proposed Shareholders' Mandate has been approved and renewed.

In addition, if the actual value of the RRPTs entered into by the Group exceeds the estimated value of the RRPTs disclosed in the circular to shareholders on the Proposed Shareholders' Mandate by 10% or more, the Company will make an immediate announcement to Bursa Securities.

3. RATIONALE AND BENEFIT OF THE PROPOSED SHAREHOLDERS' MANDATE

Pursuant to the employment agreements and deeds of assignment entered into between Cengild and its Employee Consultants, the Employee Consultants are allowed to provide consultation services and undertake medical treatments for their patients in other medical centres provided that such services are essential and favourable to the Group. All the income earned by the Employee Consultants in other medical centres will be assigned to Cengild and 80% of the income earned will be paid to the respective Employee Consultants as part of their overall compensation packages.

The Employee Consultants of the Group are allowed to practise in other medical centres mainly due to one or more of the following reasons:

(i) there are insufficient beds in our medical centre to cater for all the Employee Consultants' patients if the Employee Consultants were to work full time at our medical centre and not allowed to practice in other medical centres;

(ii) the patients of the Employee Consultants may have other illnesses that require the attention of other specialists currently not available at our Group's medical centre at this juncture; and

(iii) our medical centre may not be on the panel of certain insurance companies and third-party administrators that some other medical centres are on. Due to this reason, some patients who prefer to have their medical bills paid directly by the insurance companies or third-party administrators may prefer to have their consultations and medical treatments performed in other medical centres.

As the Employee Consultants are allowed to consult and treat patients in other medical centres, they can maintain continuity of care for their patients, retain their patients and increase the earnings of the Group, all of which are beneficial to the Group.

The RRPTs are necessary for the day-to-day operations and are in the ordinary course of business of the Group as the RRPTs form part of the Employee Consultants' overall compensation packages under the terms of their employment agreement with the Group. The RRPTs are made on an arm's length basis and on normal commercial terms which are not more favourable to the Related Party than those generally available to the public. The RRPTs are not detrimental to the interest of the minority shareholders of the Company.

The Proposed Shareholders' Mandate, if approved by the shareholders, will eliminate the need to make regular announcements to Bursa Securities or issue separate circular to shareholders and to convene separate general meetings on each occasion to seek shareholders' prior approval for the entry by the Group into such transactions. This would substantially reduce administrative time, inconvenience and expenses associated with the making of such announcements and the convening of such general meetings, without compromising the corporate objectives and adversely affecting the business opportunities available to the Group.

4. INTERESTS OF DIRECTORS, MAJOR SHAREHOLDER AND/OR PERSONS CONNECTED TO THEM

As at the LPD, the direct and indirect shareholdings of the Interested Directors, Interested Major Shareholder and/or persons connected to them in the Proposed Shareholders' Mandate are as follows:

	As at the LPD			
	Direct		Indirect	
	No. of Shares	%	No. of Shares	%
Interested Director / Interested Major Shareholder				
Dato' Dr. Tan	134,853,570	16.19	-	-
Interested Director				
Dr. Mohamed Akhtar	56,327,438	6.76	-	-

The Interested Directors, namely Dato' Dr. Tan and Dr. Mohamed Akhtar have abstained and will continue to abstain from all Board deliberations and voting in the resolution pertaining to the Proposed Shareholders' Mandate.

The Interested Directors and Interested Major Shareholder will abstain from voting on the resolution, in respect of their direct and indirect shareholdings, approving the Proposed Shareholders' Mandate at the forthcoming 6th AGM.

The Interested Directors and Interested Major Shareholder have undertaken to ensure that the persons connected to them shall also abstain from voting in respect of their direct and indirect shareholdings on the resolution approving the Proposed Shareholders' Mandate at the forthcoming 6th AGM.

Save as disclosed above, none of the other Directors, major shareholders and/or persons connected to them has any interest, direct or indirect, in the Proposed Shareholders' Mandate.

5. APPROVALS REQUIRED

The Proposed Shareholders' Mandate is subject to the approval of the shareholders of Cengild Medical at the forthcoming 6th AGM to be convened. Save for the approval of the shareholders of Cengild Medical, there are no other approvals required for the Proposed Shareholders' Mandate.

6. DIRECTORS' STATEMENT AND RECOMMENDATION

After due consideration of all aspects of the Proposed Shareholders' Mandate, the Directors (save for Dato' Dr. Tan and Dr. Mohamed Akhtar who are deemed interested in the Proposed Shareholders' Mandate) are of the view that the Proposed Shareholders' Mandate is in the best interest of the Company. Accordingly, the Directors (save for Dato' Dr. Tan and Dr. Mohamed Akhtar) recommend that shareholders vote in favour of the ordinary resolution pertaining to the Proposed Shareholders' Mandate to be tabled at the forthcoming 6th AGM.

7. 6TH AGM

The ordinary resolution in respect of the Proposed Shareholders' Mandate as set out in the Notice of 6th AGM contained in the Annual Report 2026 of the Company will be tabled at the forthcoming 6th AGM of Cengild Medical.

The 6th AGM of Cengild Medical will be held at LG1, Cengild Specialist Hospital, No. 2, Jalan 1/112H, Bangsar South Off Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia on Friday, 27 November 2026 at 3.00 p.m.

Please read the Notes in the Notice of 6th AGM carefully and follow the procedures in the Administrative Guide for 6th AGM.

If you are unable to participate in this 6th AGM, you may appoint a proxy(ies) by completing, sign and deposit the Proxy Form enclosed in the Annual Report 2026 in accordance with the instructions therein to the Company's Share Registrar, Vistra Investor & Issuing House Services Sdn Bhd (formerly known as Tricor Investor & Issuing House Services Sdn Bhd) at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or alternatively, into the drop box located at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8 Jalan Kerinchi, 59200 Kuala Lumpur, not later than forty-eight (48) hours before the date and time set for holding the 6th AGM or any adjournment thereof. You may also have the option to lodge the Proxy Form electronically via the portal at https://srmy.vistra.com before the proxy appointment cut-off time as mentioned above. For further information on the electronic lodgement of Proxy Form, kindly refer to the Administrative Guide to the 6th AGM.

The lodging of the Proxy Form will not preclude you from attending and voting in person at the 6th AGM should you subsequently wish to do.

8. FURTHER INFORMATION

Shareholders are advised to refer to Appendices in this Circular for further information.

Yours faithfully,
For and on behalf of the Board of Directors
CENGILD MEDICAL BERHAD

DATO' DR. TAN HUCK JOO

1. DIRECTORS' RESPONSIBILITY STATEMENT

This Circular has been seen and approved by the Directors of the Company and they collectively and individually accept full responsibility for the accuracy of the information given in this Circular and confirm that, after having made all reasonable enquiries and to the best of their knowledge and belief, there are no other facts, the omission of which would make any statement in this Circular misleading.

2. MATERIAL CONTRACTS

As at the LPD, the Group has not entered into any material contracts (not being contracts entered into in the ordinary course of business) within two (2) years immediately preceding the date of this Circular.

3. MATERIAL LITIGATION, CLAIMS OR ARBITRATION

As at the date of this Circular, neither the Company nor its subsidiaries are engaged in any material litigation, claim or arbitration, either as plaintiff or defendant, and the Board is not aware and does not have any knowledge of any proceedings pending or threatened against the Company and/or its subsidiaries, or of any fact likely to give to any proceedings, which might materially and adversely affect the financial position or business of the Company and/or its subsidiaries.

4. DOCUMENTS AVAILABLE FOR INSPECTION

The following documents are available for inspection at the Registered Office of Cengild Medical during office hours from the date of this Circular up to and including the date of the forthcoming 6th AGM:

(i) Cengild Medical's Constitution; and

(ii) Audited Financial Statements of Cengild Medical for the financial years ended 30 June 2025 and 30 June 2026.

EXTRACT OF THE ORDINARY RESOLUTION TO BE TABLED AT THE 6TH AGM OF CENGILD MEDICAL IN RELATION TO THE PROPOSED SHAREHOLDERS' MANDATE

ORDINARY RESOLUTION 6

PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

"THAT pursuant to Rule 10.09 of the Listing Requirements, the Company and its subsidiaries ("the Group") be and are hereby authorised to enter into and give effect to the recurrent related party transactions of a revenue or trading nature with the related party as set out in Section 2.3 of the Circular to Shareholders dated 29 October 2026 ("the Related Parties") provided that such transactions and/or arrangements are:

a. necessary for the day-to-day operations;
b. undertaken in the ordinary course of business at arm's length basis and are on normal commercial terms and transaction prices which are not more favourable to the Related Parties than those generally available to the public; and
c. not detrimental to the minority shareholders of the Company,

(collectively known as the "Shareholders' Mandate");

AND THAT such approval, shall continue to be in force until:

a. the conclusion of the next Annual General Meeting ("AGM") of the Company at which the Shareholders' Mandate was passed, at which time it will lapse, unless by a resolution passed at the AGM, the authority is renewed; or
b. the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 340(2) of the Companies Act 2016 ("the Act") but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Act; or
c. revoked or varied by ordinary resolution passed by the shareholders of the Company in general meeting,

whichever is earlier;

AND THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the Shareholders' Mandate."

[The rest of this page is intentionally left blank]