

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 perused the contents of this Circular in respect of the proposed new shareholders’ mandate for recurrent related party transactions of a revenue or trading nature on a limited review basis pursuant to the provisions 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.

This Circular has been reviewed by Malacca Securities Sdn. Bhd. (“Malacca Securities”), being the Sponsor to PMCK Berhad, pursuant to Rule 4.27(2) of the ACE Market Listing Requirements of Bursa Securities, prior to the issuance of this Circular. The admission of the Company to the ACE Market of Bursa Securities was advised and sponsored by Malacca Securities.



PMCK BERHAD
(Formerly Known As Unique Luxury Holdings Sdn. Bhd.)
Registration No. 200001029676 (532283-M)
(Incorporated in Malaysia)

CIRCULAR TO SHAREHOLDERS

IN RELATION TO

**PROPOSED NEW SHAREHOLDERS’ MANDATE FOR RECURRENT RELATED PARTY
TRANSACTIONS OF A REVENUE OR TRADING NATURE**

The above proposal will be tabled as Special Business at the Twenty-Fourth Annual General Meeting (“24th AGM”) of PMCK BERHAD (“PMCK” or “Company”).

The notice of the 24th AGM of the Company together with the Form of Proxy are set out in the Company’s 2025 Annual Report. The 2025 Annual Report and this Circular are available for download at the Company’s website at <https://investor.pmck.com.my/>.

The Proxy Form must be deposited at the Registered Office of the Company at Suite 18.05, MWE Plaza, No. 8, Lebuh Farquhar, 10200 George Town, Penang or lodge electronically via email at info@sshb.com.my, not less than forty-eight (48) hours before the time fixed for holding the meeting or any adjournment thereof in order for it to be valid.

The lodging of the Form of Proxy will not preclude you from attending, participating, speaking, and voting in person at the 24th AGM should you subsequently wish to do so.

Last date and time for lodging the Proxy Form : Saturday, 27 September 2025 at 10:00 a.m.

Date and time of the AGM : Monday, 29 September 2025 at 10:00 a.m. or at any adjournment thereof

Place of the AGM : Raia Hotel, Ballroom 3, Lot 3860, Mukim Titi Gajah, Seksyen 2, Bandar, 06550 Alor Setar, Kedah

DEFINITIONS

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

Act	: Companies Act 2016, as amended from time to time and any re-enactment thereof
AGM	: Annual General Meeting
ARMC	: Audit and Risk Management Committee
Board	: The Board of Directors of PMCK
Bursa Securities	: Bursa Malaysia Securities Berhad (Registration No. 200301033577 (635998-W))
Circular	: This circular to shareholders of PMCK dated 29 August 2025
Director(s)	: This 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 of PMCK, its subsidiary or holding company or a Chief Executive Officer of PMCK, its subsidiaries or holding company
Dato' Lee	: Dato' Lee Gaik Cheng
Dato' Dr. Lim KH	: Dato' Dr. Lim Kim Huat
Dato' Dr. Lim TC	: Dato' Dr. Lim Tze Chou
GN	: Guidance Notes of the Listing Requirements
KPUSB	: Klinik Pergigian Unik Sdn. Bhd. (Registration No. 201901019838 (1329167-K))
Listing Requirements	: ACE Market Listing Requirements of Bursa Securities, including any amendments to the same that may be made from time to time
LKHHSB	: Lim Kim Huat Holdings Sdn. Bhd. (Registration No. 199901013251 (488151-V))
LPD	: 4 August 2025, being the latest practicable date prior to the printing of this Circular
Major Shareholder	: A person who has an interest or interests in one or more voting shares in the Company and the number or aggregate number of those shares, is:- (a) 10% or more of the total number of voting shares in the Company; or (b) 5% or more of the total number of voting shares in the Company where such person is the largest shareholder of the Company.
	For the purpose of this definition, "interest in shares" shall have the meaning given in Section 8 of the Act. Major shareholder shall include 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 major shareholder of the listed issuer (or any other company which is its subsidiary or holding company).
NA	: Net assets

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DEFINITIONS (Continued)

Person Connected	: In relation to a Director or a Major Shareholder, means such person who falls under any one of the following categories:-
	(a) a family member of the Director or Major Shareholder, which family member means such person who falls within any one of the following categories:- (i) spouse; (ii) parent; (iii) child including an adopted child and step-child; (iv) brother or sister; and (v) spouse of the person referred to in subparagraph (iii) and (iv) above;
	(b) a trustee of a trust (other than a trustee for an employee share scheme or pension scheme) under which the Director or Major Shareholder, or a family member of the Director or Major Shareholder, is a beneficiary;
	(c) a partner of the Director or Major Shareholder, or a partner of a person connected with that Director or Major Shareholder;
	(d) a person, or where the person is a body corporate, the body corporate or its directors, who is/are accustomed or under an obligation, whether formal or informal, to act in accordance with the directions, instructions or wishes of the Director or Major Shareholder;
	(e) a person, or where the person is a body corporate, the body corporate or its directors, in accordance with whose directions, instructions or wishes of the Director or Major Shareholder; is accustomed or is under an obligation, whether formal or informal, to act;
	(f) a body corporate in which the Director or Major Shareholder, or persons connected with them are entitled to exercise, or control the exercise of, not less than 20% of the votes attached to voting shares in the body corporate; or
	(g) a body corporate which is a related corporation of the Director or Major Shareholder
PMCK or the Company	: PMCK Berhad, formerly known as Unique Luxury Holdings Sdn. Bhd. (Registration No. 200001029676 (532283-M))
PMCK Group or the Group	: PMCK and its subsidiaries
Proposed Shareholders' Mandate	: Proposed new shareholders' mandate for the Group's RRPT(s) in their normal course of business, or to enter into the transactions set out in Section 2.5 with persons who are considered to be "Related Party(ies)" as defined in Chapter 10 of the Listing Requirements
Recurrent Related Party(ies) Transaction(s) or RRPT(s)	: Transaction which is recurrent, of a revenue or trading nature and which is necessary for the day-to-day operations entered into by the Group and involves the interest, direct and indirect, of Related Parties
Related Party or Related Parties	: A Director, Major Shareholder or Person(s) Connected with such Director or Major Shareholder as defined under the Listing Requirements

DEFINITIONS (Continued)

RM and sen	: Ringgit Malaysia and sen respectively
Share(s)	: Ordinary share(s) in PMCK
sq ft	: Square feet
Substantial Shareholder	: Has the meaning given in Section 136 of the Act
ULSB	: Unique Luxury Sdn. Bhd. (Registration No. 199101005481 (215791-U))
2025 Annual Report	: Annual Report of PMCK issued for the financial year ended 30 April 2025

Words importing the singular shall, where applicable, include the plural and vice versa and words importing the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa. Reference to persons shall include corporations.

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

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PMCK BERHAD
(Formerly Known As Unique Luxury Holdings Sdn. Bhd.)
Registration No. 200001029676 (532283-M)
(Incorporated in Malaysia)

Registered Office:
Suite 18.05, MWE Plaza,
No. 8, Lebuh Farquhar,
10200 George Town, Penang.

29 August 2025

Board of Directors:

Duli Yang Teramat Mulia Raja Puan Muda Kedah Che Puan Muda Zaheeda Binti Mohamad Ariff (*Independent Non-Executive Chairperson*)
Dato' Dr. Lim Kim Huat (*Deputy Executive Chairman*)
Dato' Lee Gaik Cheng (*Managing Director*)
Koay Kah Ee (*Independent Non-Executive Director*)
Yeong Siew Lee (*Independent Non-Executive Director*)
Chan Chee Woei (*Independent Non-Executive Director*)
Lee Yong Qian (*Alternate Director to Dato' Lee Gaik Cheng / Strategic Director*)

To: The Shareholders of PMCK

Dear Sir/Madam,

PROPOSED SHAREHOLDERS' MANDATE

1. INTRODUCTION

On 5 August 2025, the Company announced to Bursa Securities that it intends to seek its shareholder's approval of the Proposed Shareholders' Mandate pursuant to Rule 10.09(2) of Chapter 10 and GN8 of the Listing Requirements at the forthcoming AGM.

This is the first Shareholders' Mandate to be sought by the Company since its listing on the ACE Market of Bursa Securities on 9 July 2025.

The Proposed Shareholders' Mandate will take effect from the date of the passing of the Ordinary Resolution proposed at the forthcoming AGM and is subject to annual renewal. In this respect, the Proposed Shareholders' Mandate shall only continue to be in force until:-

- (i) the conclusion of the next AGM of the Company following the general meeting at which the authorisation is obtained, at which time it shall lapse, unless by ordinary resolution passed at the meeting, the authority is renewed;
- (ii) the expiration of the period within which the next AGM is required to be held pursuant to Section 340(2) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (iii) revoked or varied by resolution passed by the shareholders of the Company in a general meeting; whichever is the earliest.

The purpose of this Circular is to provide you (the shareholders of the Company) with information on the Proposed Shareholders' Mandate together with the Board's recommendation and to seek your approval for the ordinary resolution pertaining to the Proposed Shareholders' Mandate to be tabled under special business at the forthcoming AGM.

SHAREHOLDERS ARE ADVISED TO READ AND CAREFULLY CONSIDER THE CONTENTS OF THIS CIRCULAR BEFORE VOTING ON THE RESOLUTION TO GIVE EFFECT TO THE PROPOSED SHAREHOLDERS' MANDATE AT THE FORTHCOMING AGM.

2. DETAILS OF THE PROPOSED SHAREHOLDERS' MANDATE

2.1 Rule 10.09(2) and GN8 of the Listing Requirements

Pursuant to Rule 10.09(2) and GN8 of the Listing Requirements, a listed corporation may seek a shareholders' mandate from its shareholders for RRPT 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 in relation to a listed corporation with a share capital of RM60 million and above as prescribed below:-
 - (i) the consideration, value of the assets, capital outlay or costs of the RRPT is RM1 million or more; or
 - (ii) the percentage ratio of such RRPT is 1% or more,
whichever is the higher;
- (c) the contents of the circular to shareholders by the listed corporation for purposes of the shareholders' mandate includes the information as may be prescribed by Bursa Securities. The draft circular must be submitted to Bursa Securities for perusal together with a checklist showing compliance with such information;
- (d) in a meeting to obtain shareholders' mandate, the relevant related party must comply with the following requirements:-
 - (i) a related party with any interest, direct or indirect ("interested related party"), must not vote on the resolution in respect of the related party transaction;
 - (ii) an interested related party who is a director or major shareholder, must ensure that persons connected with it abstain from voting on the resolution in respect of the related party transaction; and
 - (iii) where the interested related party is a person connected with a director or major shareholder, such persons must not vote on the resolution in respect of the related party transaction; and
- (e) the listed corporation immediately announces to Bursa Securities when the actual value of a RRPT entered into by the Company, exceeds the estimated value of the RRPT disclosed in the circular by 10% or more and must include the information as may be prescribed by Bursa Securities in its announcement.

2.2 Definitions

2.2.1 Related party transactions

“Related party transactions” as defined in Rule 10.02(i) of the Listing Requirements means a transaction entered into by the listed corporation or its subsidiaries which involves the interest, direct or indirect, of a Related Party.

Transactions within the meaning of “Related Party Transactions” exclude transactions entered into between a listed corporation (or any of its wholly owned subsidiaries) and its wholly-owned subsidiaries.

2.2.2 Recurrent Related Party Transaction

“Recurrent related party transactions” as defined in Rule 10.02(h) of the Listing Requirements means a related party transaction which is:-

- recurrent;
- of a revenue or trading nature; and
- necessary for its day-to-day operations.

Rule 3.1.1 of GN8 of the Listing Requirements clarifies that the frequency or regularity of the transaction has to be considered. A transaction which has been made or will be made by the listed corporation at least once in three (3) years in the course of its business will be considered recurrent.

“Revenue nature necessary for day-to-day operations”

Rule 3.1.2 of GN8 of the Listing Requirements clarifies that a related party transaction of a revenue nature which is necessary for day-to-day operations must either contribute directly or indirectly to the generation of revenue for the listed corporation.

“In the ordinary course of business”

Rule 3.1.3 of GN8 of the Listing Requirements clarifies that a related party transaction is in the ordinary course of business, if it is a transaction which would reasonably be expected to be carried out by the listed corporation given the type of business the listed corporation is involved in. The fact that the transaction is envisaged in the Constitution of the listed corporation shall not be a conclusive factor of determination.

2.2.3 Related Parties

Related parties are defined under Rule 1.01 of the Listing Requirements as follows:-

- Director;
- Major Shareholder; or
- Person Connected with such Director or Major Shareholder.

2.3 Principal activities of PMCK Group

As at LPD, the principal activities of PMCK are investment holding whilst the principal activities of its subsidiaries are as follows:-

Subsidiary company of PMCK	Place of Incorporation	Effective equity interest %	Principal activities
ULSB	Malaysia	100	Private medical centre offering specialist consultant services and healthcare support services.
Unique Luxury (Kulim) Sdn. Bhd.	Malaysia	100	Investment holding of land.
KPUSB	Malaysia	100	Provision of dental services.
Poliklinik Unik Sdn. Bhd.	Malaysia	100	Provision of polyclinic services.
RYM DX Laboratory Sdn. Bhd.	Malaysia	51	Provision of medical laboratories services.

2.4 Related Party(ies)

The Related Party(ies) with whom the PMCK Group carries out the RRPT are as follows:-

Transacting Related Party	Principal activity	Interested Director / Major Shareholder / Person Connected to Interested Director or Major Shareholder
Dato' Dr. Lim TC	-	- LKHHSB
Dr. Lim Tze Chwen	-	- Dato' Dr. Lim KH - Dato' Dr. Lim TC - Dr. Lim Tze Chwen - Dr. Lim Tze Shi - Dato' Lee Gaik Cheng - Lee Yong Qian - Lee Geik Peng - Dr. Lee Ling Hui
SLGC Enterprise	Provision of laundry services, stationery and printing services	

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2.5 Nature of RRPT and class of Related Party(ies)

The details of the nature and estimated annual value of the RRPT in respect of which the Company is seeking mandate from its shareholders as contemplated under the Proposed Shareholders' Mandate are as follows:-

Transacting parties within the Group	Transacting related party(ies)	Nature of Transactions	Actual value transacted (“Actual value”) ^{1&2} RM	Estimated value of RRPT to be transacted from LPD up to the forthcoming AGM ² RM	Estimated value from forthcoming AGM to next AGM (“Estimated value”) ³ RM	Interested Related Party(ies) ⁴	Relationship
ULSB	Dato' Dr. Lim TC	Specialist fees ⁵ paid to Dato' Dr. Lim TC by ULSB	55,859	222,000	1,443,000	- LKHHSB - Dato' Dr. Lim KH - Dato' Dr. Lim TC - Dr. Lim Tze Chwen - Dr. Lim Tze Shi - Dato' Lee Gaik Cheng - Lee Yong Qian - Lee Geik Peng - Dr. Lee Ling Hui	LKHHSB is a major shareholder of the Company. Dato' Dr. Lim KH, the Deputy Executive Chairman of the Company, is a director and major shareholder of the Company through LKHHSB where he is a director and shareholder holding 49% interest. He is also a director of the subsidiaries of PMCK.
ULSB	Dr. Lim Tze Chwen	Specialist fees ⁵ paid to Dr. Lim Tze Chwen by ULSB	78,152	330,000	2,145,000		Dato' Dr. Lim KH is the father of Dato' Dr. Lim TC, Dr. Lim Tze Chwen, and Dr. Lim Tze Shi.
ULSB	SLGC Enterprise	Provision of laundry services by SLGC Enterprise to ULSB	17,185	44,000	314,600		Dato' Lee, the Managing Director, is a director and major shareholder of the Company through her own direct shareholdings in the Company and LKHHSB where she is a director and shareholder holding 51% interest. She is also a director of the subsidiaries of PMCK.
		Rental income ⁶ received from SLGC Enterprise	300	1,150	11,050		Dato' Lee owns SLGC Enterprise (sole proprietorship). Lee Yong Qian, the Alternate Director to Dato' Lee, is the son of Dato' Lee while Lee Geik Peng and Dr. Lee Ling Hui are the sisters of Dato' Lee.

Notes:

The RRPT covered by this Proposed Shareholders' Mandate are in compliance with the Listing Requirements and GN8.

1. The actual value transacted from the date of listing up to the LPD.
2. The aggregate percentage ratio of the RRPT(s) transactions entered is less than 5%.
3. From the date of the forthcoming AGM up to date of the next AGM. The estimated value for mandate was arrived at after taking into the consideration the transacted value for the past three (3) financial years (i.e. from 1 May 2022 up to 30 April 2025) and management's forecasts on the anticipated transaction volume. The estimated values may vary and are subject to change.
4. The direct and indirect shareholdings of these interested related parties (if any) are set out in Section 7 below. Accordingly, these interested related parties will abstain from voting in respect of their direct or indirect shareholdings in PMCK at the forthcoming AGM on the Proposed Shareholders' Mandate.
5. Please refer to Section 4 below for details of specialist fees.
6. Tenancy agreement with SLGC Enterprise entered in January 2023 to lease an area of 430 sq ft to SLGC Enterprise to operate their laundry services in Kulim for a period of 3 years at a rental of RM300 per month. The Management is currently negotiating the renewal of tenancy with SLGC which entails proposed revision of rental rate to RM850 per month upon the expiry of tenancy agreement in September 2025.

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2.6 Amount Due and Owing by Related Parties

As at LPD, there are no sums due and owing by the Related Parties.

2.7 Review methods and procedures for RRPT

PMCK Group has adopted the following procedures to ensure that the RRPT(s) contemplated under the shareholders' mandate are undertaken on transaction prices and terms not more favourable to the related parties than those generally available to the public and are not to the detrimental to the minority shareholders:-

- (a) a list of Related Parties is circulated within the PMCK Group and at the same time, the Related Party is notified that all Recurrent Related Party Transactions are required to be undertaken on arm's length basis and on normal commercial terms. In addition, an approval has to be obtained from the Board and the ARMC before entering into new Recurrent Related Party Transactions which required announcement to Bursa Securities or required shareholders' approval;
- (b) management will monitor and review all RRPT. Records are maintained by the PMCK Group to capture all RRPT, which are entered into pursuant to the Proposed Shareholders' Mandate;
- (c) the transaction price, terms and conditions are determined based on the prevailing market rates which are determined by market forces, demand and supply, specifications and other relevant factors;
- (d) The Group shall ensure that at least 2 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. In the event that quotation or comparative pricing from unrelated parties cannot be obtained, the prices and terms of the transactions for the products or services will rely on the Group's market knowledge of prevailing industry norms, prevailing commercial rates and the Group's usual business practices to ensure that the RRPT is not detrimental to the minority shareholders of PMCK Group;
- (e) the ARMC has reviewed the procedures and shall continue to review the procedures as and when required, with the authority to sub-delegate to individuals or committee within the PMCK Group, as it deems appropriate;
- (f) each Director is required to make full disclosure at once of any interest he or she may have in any business enterprise with an existing or proposed business relationship or transaction with the Company and/or its subsidiaries;
- (g) if a member of the Board or ARMC, or his person connected has an interest in the transaction to be reviewed by the Board or the ARMC, as the case may be, he will abstain from any decision-making by the Board or the ARMC in respect of that transaction; and
- (h) should the ARMC during its review form an opinion that the Related Party Transactions are not being conducted in accordance with the established procedures and/or are not being conducted on an arm's length basis and on normal commercial terms, or are detrimental to the interest of shareholders, the Board will be advised to convene a general meeting of shareholders to seek a fresh shareholders' mandate for the RRPT of a revenue and/or trading nature.

2.8 Thresholds for Approval of RRPT

All the RRPT thresholds will be monitored by the management and reviewed by the ARMC on a quarterly basis and approved by the Board.

2.9 Validity period of the Proposed Shareholders' Mandate

If approved at the forthcoming AGM, the Proposed Shareholders' Mandate will take effect from the passing of the resolution(s) relating thereto at the AGM and will continue to be in force until:-

- (a) the conclusion of the next AGM of the Company following the general meeting at which the authorisation is obtained, at which time it shall lapse, unless by ordinary resolution passed at the meeting, 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 Act (but shall 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 of the Company in a general meeting,

whichever is earliest.

In view of the foregoing, the Board will seek your approval for the Proposed Shareholders' Mandate at the forthcoming 24th AGM, and at each subsequent AGM subject to satisfactory review by the ARMC of its continued application to the RRPT.

Transactions with any Related Parties, which do not fall within the ambit of the Proposed Shareholders' Mandate, will be subjected to other applicable provisions of the Listing Requirements, the Act and/or any applicable law.

2.10 Disclosure in Annual Report

Disclosure will be made in the Annual Reports for subsequent financial years that the Proposed Shareholders' Mandate continue in force in accordance with Rule 3.1.5 of GN8 of the Listing Requirements, which requires a breakdown of the aggregate value of the RRPT made during the financial year pursuant to the Proposed Shareholders' Mandate based on the following information:-

- (a) the type of the RRPT made; and
- (b) the names of the Related Parties involved in each type of the RRPT made and their relationship with the Company.

2.11 Deviation from mandate

This is the first Shareholders' Mandate to be sought by the Company since its listing on the ACE Market of Bursa Securities on 9 July 2025 where previous shareholders' mandate is not applicable to the Company. Therefore, the disclosures as required under Rule 16 in Annexure GN8-A of GN8 of the Listing Requirements are not applicable.

3. STATEMENT BY THE ARMC

The ARMC of the Company has seen and reviewed the procedures set forth in Section 2.7 above and is of the view that:-

- (a) the said procedures are sufficient to ensure that the RRPT are carried out on terms not more favourable to the Related Party than those generally available to the public or unrelated third parties and are not to the detriment of the minority shareholders of the Company; and
- (b) the Group has in place adequate procedures and processes to monitor, track and identify RRPT in a timely and orderly manner, and such procedures and processes are reviewed on a yearly basis or whenever the need arises.

4. RATIONALE FOR AND BENEFITS OF THE PROPOSED SHAREHOLDERS' MANDATE

Specialist fees

Specialist consultants are independent contractors of the Group, where their earnings are based on fees received in return for providing consultation and treatment to patients at the medical centre. The fee received by the specialist consultants are stipulated by a percentage set out in a specialist practicing agreement entered into between the Group and the respective specialist consultant.

Transactions with SLGC Enterprise

We appointed SLGC Enterprise to provide laundry services to our Group. The value of laundry services provided are based on the weight of items to be washed and dried and is billed on a monthly basis. This transaction was carried out on an arm's length basis as the charges imposed by SLGC Enterprise is comparable to the charges by other laundry service providers within Kulim.

We have further entered into a tenancy agreement with SLGC Enterprise to lease an area of 430 sq ft to SLGC Enterprise to operate their laundry services in Kulim. This transaction was carried out on an arm's length basis as the rental charged are comparable to market rate.

The RRPTs are necessary for the day-to-day operations and are in the ordinary course of business of 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 RRPT are likely to occur with some degree of frequency and could arise any time as and when the circumstances so require. Some of these transactions may be time sensitive and it may be impractical to seek shareholders' approval on a case to case basis before entering into such RRPT.

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.

5. FINANCIAL EFFECTS OF THE PROPOSED SHAREHOLDERS' MANDATE

The Proposed Shareholders' Mandate will not have any effect on the issued share capital and shareholdings of PMCK's substantial shareholders.

The Proposed Shareholders' Mandate is not expected to have any significant impact on the earnings, earnings per share, NA of the Group and NA per share for the financial year ending 30 April 2026.

6. APPROVAL REQUIRED

The Proposed Shareholders' Mandate is conditional upon the approval of the shareholders of PMCK being obtained at the forthcoming AGM.

Save as disclosed above, the Proposed Shareholders' Mandate is not conditional upon any other corporate exercise/scheme which has been announced but not yet completed and/or any other corporate exercise/scheme by PMCK.

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7. DIRECTORS, MAJOR SHAREHOLDERS AND/OR PERSONS CONNECTED' INTERESTS

Save as disclosed below, none of the other Directors, Major Shareholders and/or Persons Connected to them has any interest, direct or indirect, in the Proposed Shareholders' Mandate.

7.1 Interest of Directors

As at LPD, the direct and indirect interest of the Directors of the Company, who have interest, direct or indirect, in the Proposed Shareholders' Mandate are:-

	Interest as at the LPD			
	Direct Interest		Indirect Interest	
	No. of Shares	%	No. of Shares	%
Directors of the Company				
Dato' Dr. Lim KH	-	-	^(a) 607,214,300	55.68
Dato' Lee	157,304,900	14.42	^(b) 605,407,300	55.51
Lee Yong Qian	1,130,000	0.10	-	-
Person Connected to Directors				
Dato' Dr. Lim TC	2,260,000	0.21	-	-
Dr. Lim Tze Chwen	450,000	0.04	-	-
Dr. Lim Tze Shi	227,000	0.02	-	-
Lee Geik Peng	3,800,000	0.35	-	-
Dr. Lee Ling Hui	3,610,000	0.33	-	-

Note:

(a) Held indirectly through LKHHSB by virtue of his shareholding in LKHHSB and pursuant to Section 8 of the Act and through his children pursuant to Section 59(11)(c) of the Act.

(b) Held indirectly through LKHHSB by virtue of her shareholding in LKHHSB and pursuant to Section 8 of the Act and through her child pursuant to Section 59(11)(c) of the Act.

Dato' Dr. Lim KH holds the position as Deputy Executive Chairman of PMCK. He is the father of Dato' Dr. Lim TC, Dr. Lim Tze Chwen and Dr. Lim Tze Shi. Additionally, he is a Director of the subsidiaries of PMCK and a Director and major shareholder of LKHHSB. He is deemed interested in the Proposed Shareholders' Mandate and has abstained and will continue to abstain from Board deliberations and voting with regards to the Proposed Shareholders' Mandate.

Dato' Lee holds the position as Managing Director. She is a major shareholder of the Company. She is the sole proprietor of SLGC Enterprise. Additionally, she is also a Director of the subsidiaries of PMCK, and a Director and major shareholder of LKHHSB. She is deemed interested in the Proposed Shareholders' Mandate and has abstained and will continue to abstain from Board deliberations and voting with regards to the Proposed Shareholders' Mandate.

Lee Yong Qian, an Alternate Director to Dato' Lee, is Dato' Lee's son. He is deemed interested in the Proposed Shareholders' Mandate and has abstained and will continue to abstain from Board deliberations, and will abstain from voting on the resolution with regards to the Proposed Shareholders' Mandate at the forthcoming AGM.

Dato' Dr. Lim TC, Dr. Lim Tze Chwen, Dr. Lim Tze Shi, Lee Geik Peng and Dr. Lee Ling Hui, being persons connected to Directors, are deemed interested in the Proposed Shareholders' Mandate will abstain from voting in respect of their direct and indirect shareholdings in PMCK on the resolution pertaining to the Proposed Shareholders' Mandate at the forthcoming AGM.

Save as disclosed in Section 2.5 above, none of the other Directors and/or Major Shareholders and/or Persons Connected to the Directors and/or Major Shareholders of the Company has any interest, direct or indirect, in the Proposed Shareholders' Mandate.

The Interested Directors and Interested Major Shareholders as disclosed in Section 7 will abstain and have undertaken to ensure that Person(s) Connected to them will abstain from voting in respect of their direct and/or indirect shareholdings (if any) in the Company, deliberating or approving the resolution pertaining to the Proposed Shareholders' Mandate, to be tabled at the AGM to be convened.

7.2 Interest of Major Shareholders

As at LPD, the direct and indirect interest of the Major Shareholders of the Company who have interest, direct or indirect, in the Proposed Shareholders' Mandate are:-

Name of Major Shareholder	Interest as at the LPD			
	Direct Interest		Indirect Interest	
	No. of Shares	%	No. of Shares	%
LKHHSB	604,277,300	55.41		
Dato' Dr. Lim KH	-	-	^(a) 604,277,300	55.41
Dato' Lee	157,304,900	14.42	^(a) 604,277,300	55.41

Note:

^(a) Held indirectly through LKHHSB by virtue of his/her shareholding in LKHHSB and pursuant to Section 8 of the Act.

By virtue of LKHHSB, Dato' Dr. Lim KH and Dato' Lee, being the interested Major Shareholders of PMCK, they will abstain from voting in respect of their direct and/or indirect shareholdings in the Company on the resolution pertaining to the Proposed Shareholders' Mandate, to be tabled at the AGM to be convened. LKHHSB, Dato' Dr. Lim KH and Dato' Lee further undertake that they will ensure that Person(s) Connected with them will abstain from voting in respect of their direct and/or indirect shareholdings (if any) in the Company, deliberating or approving the resolution pertaining to the Proposed Shareholders' Mandate, to be tabled at the AGM to be convened.

8. STATEMENT AND RECOMMENDATION

Having considered all aspects of the Proposed Shareholders' Mandate, the Board, save for Dato' Dr. Lim KH and Dato' Lee (and her alternate, Lee Yong Qian), is of the opinion that the Proposed Shareholders' Mandate is in the best interest of the Group.

Accordingly, the Board, save for Dato' Dr. Lim KH and Dato' Lee (and her alternate, Lee Yong Qian), recommends that you vote in favour of the resolution pertaining to the Proposed Shareholders' Mandate to be tabled at the forthcoming AGM.

9. AGM

For purposes of approving the Proposed Shareholders' Mandate at the 24th AGM, which will be convened at Raia Hotel, Ballroom 3, Lot 3860, Mukim Titi Gajah, Seksyen 2, Bandar, 06550 Alor Setar, Kedah, on Monday, 29 September 2025 at 10:00 a.m., the notice of which is enclosed in the Company's 2025 Annual Report.

If you are unable to attend and vote at the forthcoming AGM, you may complete, sign and return the Proxy Form in accordance with the instruction contained therein as soon as possible so as to arrive at the Registered Office of the Company or lodge electronically via email at info@sshsb.com.my, not less than forty-eight (48) hours before the time set for the holding of the meeting.

10. FURTHER INFORMATION

Shareholders are advised to refer to the attached Appendix A for further information.

Yours faithfully,
For and on behalf of the Board of
PMCK BERHAD
Registration No. 200001029676 (532283-M)

Koay Kah Ee
Independent Non-Executive Director

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APPENDIX A

FURTHER INFORMATION

1. DIRECTORS' RESPONSIBILITY STATEMENT

This Circular has been seen and approved by the Directors of PMCK who collectively and individually, accept full responsibility for the accuracy of the information contained in this Circular and confirm that, after making all reasonable enquiries and to the best of their knowledge and belief, there is no material fact, the omission of which would make any statement herein misleading.

2. MATERIAL CONTRACTS

As at the LPD, neither PMCK nor any of its subsidiaries has entered into any material contract, not being contracts entered into in the ordinary course of business, within the past two (2) years preceding the LPD saved as disclosed below:

(a) Sale and purchase agreement dated 12 August 2024 between ULSB (as purchaser) and numerous vendors for the acquisition of the following pieces of land at the total purchase cash consideration of RM7,300,000.00:-

(i) GRN 95176, Lot 673, Bandar Alor Setar, Kota Setar, Kedah (“**Lot 673**”)

Purchaser	:	ULSB
Vendors	:	(i) Fauziah Binti Md Fuad (ii) Che Fauzah Binti Che Mat Pok @ Che Mat Fuad (iii) Lim Paik Choo (as administrator)
Area	:	Approximately 7,125 sq ft

(ii) Lot 677

Purchaser	:	ULSB
Vendors	:	(i) Che Fauzah Binti Che Mat Pok @ Che Mat Fuad (ii) Faridah Binti Ahmad (iii) Fauziah Binti Md Fuad (iv) Ku Som Binti Ku Md Jiwa (v) Murad Sani Bin Ahmad (vi) Fauziah Binti Md Fuad, Che Fauzah Binti Che Mat Pok @ Che Mat Fuad and Asma Binti Ishak (all 3 holding as administrators) (vii) Fauziah Binti Md Fuad, Che Fauzah Binti Che Mat Pok @ Che Mat Fuad and Lim Paik Choo (all 3 holding as administrators)
Area	:	Approximately 55,800 sq ft

FURTHER INFORMATION (CONT'D)

(iii) Lot 676

Purchaser	:	ULSB
Vendors	:	(i) Che Fauzah Binti Che Mat Pok @ Che Mat Fuad (ii) Faridah Binti Ahmad (iii) Fauziah Binti Md Fuad (iv) Ku Som Binti Ku Md Jiwa (v) Murad Sani Bin Ahmad (vi) Fauziah Binti Md Fuad, Che Fauzah Binti Che Mat Pok @ Che Mat Fuad and Asma Binti Ishak (all 3 holding as administrators) (vii) Fauziah Binti Md Fuad, Che Fauzah Binti Che Mat Pok @ Che Mat Fuad and Lim Paik Choo (all 3 holding as administrators)
Area	:	Approximately 17,577 sq ft

The sale and purchase agreement was completed on 21 August 2024. Following the completion of the sale and purchase agreement, ULSB owns Lot 673 in its entirety and 99.14% undivided share of Lot 676 and Lot 677 respectively. The remaining undivided share of Lot 676 and Lot 677 are held by 1 other registered proprietor.

(b) The Underwriting Agreement dated 7 May 2025 entered into between PMCK and Malacca Securities pursuant to Company's initial public offering.

(c) ULSB and Supplier Group A⁽¹⁾ had entered into a settlement arrangement vide an exchange of letters dated 10 March 2025 and 8 April 2025 respectively. The said settlement stems from the amount owing by Supplier Group A to ULSB in respect of Coronavirus disease vaccines that was paid for by ULSB but were not delivered due to vaccine shortages. The parties had subsequently agreed that the amount owing to ULSB will be set off against purchases of other range of products within Supplier Group A. Nevertheless, following further negotiations between the parties, the parties have come to an agreement that the balance outstanding sum amounting to RM6.01 million will be settled in multiple tranches. Barring any unforeseen circumstances, the balance outstanding sum is expected to be fully settled by the first quarter of 2026.

Note:

⁽¹⁾ Supplier Group A consists of suppliers within the same group of companies that are principally involved in the manufacturing and sale of pharmaceutical products. As the Company has entered into a non-disclosure agreement with one of the entity within Supplier Group A in June 2021 whereby are required to maintain strict confidentiality of the information of the identity.

3. MATERIAL LITIGATION, CLAIMS OR ARBITRATION

Save as disclosed below, neither PMCK nor any of its subsidiaries is engaged in any material litigation, claims or arbitration, either as plaintiff or defendant, and the Directors of PMCK do not have any knowledge of proceedings pending or threatened against PMCK and/or its subsidiaries, or of any fact likely to give rise to any proceedings, which might materially and adversely affect the financial position or business of PMCK and/or its subsidiaries:-

Alor Setar High Court Suit No. KA-22NCVC-8-02/2019

A patient (“**Plaintiff**”) had commenced legal action against ULSB on 7 February 2019 and a Specialist Consultant previously practicing in PMC (collectively, the “**Defendants**”) for the sum of RM1,258,912.00. The Plaintiff alleged that the Defendants’ negligence resulted in the disclosure of the Plaintiff’s medical report to a third party without the express consent of the Plaintiff. On 31 January 2024, the Alor Setar High Court struck out the Plaintiff’s claim on ground that the claim is time-barred. The Plaintiff has filed an appeal to the Court of Appeal. The next case management is scheduled on 27 October 2025 and the court has set the appeals for hearing on 6 November 2025.

4. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the registered office of the Company at Suite 18.05, MWE Plaza, No. 8, Lebuh Farquhar, 10200 George Town, Pulau Pinang, during normal business hours for a period of not less than fourteen (14) days from the date of this Circular, being from the date hereof up to the time fixed for the holding of the AGM:-

- (a) Constitution of PMCK;
- (b) audited financial statements of PMCK Group for the past two (2) financial years ended 30 April 2024 and 30 April 2025;
- (c) material contracts referred to in Section 2 above; and
- (d) cause papers of the material litigations as set out in Section 3 above.

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APPENDIX B

**EXTRACT OF NOTICE OF THE 24TH ANNUAL GENERAL MEETING OF THE COMPANY
SCHEDULED TO BE HELD AT RAIA HOTEL, BALLROOM 3, LOT 3860, MUKIM TITI GAJAH,
SEKSYEN 2, BANDAR, 06550 ALOR SETAR, KEDAH, ON MONDAY, 29 SEPTEMBER 2025 AT
10:00 A.M..**

SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolution, with or without modification:-

Ordinary Resolution

Proposed New Shareholders' Mandate for Recurrent Related Party Transactions ("Proposed Shareholders' Mandate")

THAT subject to the provisions of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and/or its subsidiaries ("PMCK Group") to enter into recurrent related party transactions ("RRPT") of a revenue or trading nature as specified in Section 2.5 of the Circular to shareholders in relation to the Proposed Shareholders' Mandate dated 29 August 2025, which transactions are necessary for the day-to-day operations in the ordinary course of business of PMCK Group on terms not more favourable to the related parties than those generally available to the public or unrelated third parties and are not to the detriment of the minority shareholders of the Company and the shareholders mandate is subject to annual renewal and disclosure being made in the Annual Report of the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year and that such approval shall continue to be in force until:-

- (a) the conclusion of the Company's next AGM, at which time it will lapse, unless the authority is renewed by a resolution passed at the general meeting;
- (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 Act (but shall 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 Company's shareholders in a general meeting,

whichever is earliest.

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 RRPT.

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