

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Sixteenth Annual General Meeting of the Company will be held at Dewan Perdana, Bukit Kiara Equestrian & Country Resort, Jalan Bukit Kiara, Off Jalan Damansara, 60000 Kuala Lumpur on Wednesday, 23 September 2020 at 10.30 a.m. for the following purposes:-

AGENDA

As Ordinary Business

- To receive the Audited Financial Statements for the financial year ended 31 March 2020 together with the Reports of the Directors' and Auditors' thereon. **Please refer to Explanatory Note 1 Ordinary Resolution 1**
- To approve the payment of Directors' Fees and benefit payable to the Directors of up to RM350,000 for the financial year ending 31 March 2021. **Ordinary Resolution 2 Ordinary Resolution 3**
- To re-elect the following Directors retiring in accordance with the Constitution of the Company, and who being eligible, offered themselves for re-election:-
 - Encik Mohd Khasan Bin Ahmad (Clause 104(1))
 - Dato' Muraly Daran A/L M Narayana Menon (Clause 111)
- To re-appoint Messrs Baker Tilly Monteiro Heng PLT as Auditors of the Company and to authorise the Directors to fix their remuneration. **Ordinary Resolution 4**

As Special Business

To consider and, if thought fit, to pass the following resolutions:-

- PROPOSED AMENDMENT TO THE COMPANY'S CONSTITUTION ("PROPOSED AMENDMENT")** **Special Resolution**

"THAT the proposed amendment to Clause 17(a) of the Company's Constitution as set out below, be and is hereby approved:-

Clause No.	Existing Clause	Proposed Clause
17(a)	The aggregate of the shares issued in any one financial year (other than by way of bonus or rights issue) does not exceed ten (10) per cent of the issued share capital of the Company; and	The aggregate of the shares issued in any one financial year (other than by way of bonus or rights issue) does not exceed such maximum limit allowed by Bursa Securities from time to time, of the issued share capital of the Company pursuant to the Listing Requirements; and

AND THAT, the Directors of the Company be and are hereby authorised to assent to any conditions, variations, modifications and/or amendments as may be required by any relevant authorities and to do all acts and things and take all such steps as may be considered necessary to give full effect to the Proposed Amendment for and on behalf of the Company."

- AUTHORITY UNDER SECTION 76 OF THE COMPANIES ACT 2016 FOR THE DIRECTORS TO ALLOT SHARES OR GRANT RIGHTS** **Ordinary Resolution 5**

"THAT, subject to the passing of the Special Resolution above, pursuant to Section 76 of the Companies Act 2016, the Directors be and are hereby empowered to allot and issue shares in the Company, at any time, at such price, upon such terms and conditions, for such purpose and to such person or persons whomsoever as the Directors may in their absolute discretion deem fit provided that the aggregate number of shares to be issued does not exceed twenty per centum (20%) of the total issued shares/total number of voting shares of the Company (excluding treasury shares) at the time of issue and THAT the Directors be and are hereby also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on the Bursa Malaysia Securities Berhad and THAT such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company."

- To transact any other business, of which due notice shall have been given in accordance with the Constitution of the Company and the Companies Act 2016.

By Order of the Board

TAN AI NING
 (SSM PC NO. 202008000067) (MAICSA 7015852)
 TAI YUEN LING
 (SSM PC NO. 202008001075) (LS 0008513)
 Company Secretaries

Kuala Lumpur
 Date: 27 August 2020

Notes:

- A member entitled to attend and vote at the meeting is entitled to appoint more than one (1) proxy to attend, participate, speak and vote in his/her stead. A proxy may but need not be a member of the Company.
- Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he/she specifies the proportions of his/her shareholdings to be represented by each proxy.
- Where a member of the Company is authorized nominee as defined under the Central Depositories Act, it may appoint at least one (1) proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
- If the appointor is a corporation, this form must be executed under its Common Seal or under the hand of its attorney.
- The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notariably certified copy of that power or authority shall be deposited with the Share Registrar of the Company at 11th Floor, Menara Symphony, No. 5, Jalan Perak, Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya Selangor Darul Ehsan, Malaysia not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting and in default the instrument of proxy shall not be treated as valid. Any notice of termination of person's authority to act as a proxy must be forwarded to the Company prior to the commencement of the Annual General Meeting ("AGM") or Adjourned AGM.
- In respect of deposited securities, only members whose names appear on the Record of Depositors on 15 September 2020 (General Meeting Record of Depositors) shall be eligible to attend the meeting or appoint proxy(ies) to attend and/or vote on his behalf.
- The AGM of the Company will be conducted in compliance with the General Standard Operating Procedures to Government and Private Sector ("SOP") issued by Malaysian National Security Council on 16 June 2020. The attendance of members/proxies and invited guests may be denied if failure to fulfill the requirements of participants in accordance with the SOP.
- Pursuant to the Guidance Note and Frequently Ask Questions on the Conduct of General Meetings for Listed Issuers issued by the Securities Commission Malaysia on 18 June 2020 and thereafter revised on 24 June 2020, members, proxyholders and corporate representatives ("Participants") who will be attending the AGM in person are required to pre-register themselves with the Company to allow the Company to make the necessary arrangement in relation to the meeting i.e. infrastructure, logistic and meeting venue. Please read the Administrative Details on the procedure to pre-register your physical attendance at the AGM at finance.lychealth.com no later than Monday, 21 September 2020 at 10.30 a.m.
- The Board wishes to highlight that the AGM may be re-scheduled and/or postponed in view of the current COVID-19 Outbreak and the Malaysian Government's announcements or guidelines made from time to time. Rest assured, all members/proxies including attendees shall be kept informed of any unexpected changes.

Explanatory Note

1. To receive the Audited Financial Statements

Agenda item no. 1 is meant for discussion only as the provision of Section 340 of the Companies Act 2016 does not require a formal approval of shareholders for the Audited Financial Statements. Hence, this item on the Agenda is **not put forward for voting**.

2. Special Resolution Proposed Amendment to the Company's Constitution

The Proposed Amendment to the Company's Constitution under item 5 of the Agenda, if approved, will allow the Company to seek any increase in general mandate limit for new issue of securities to be granted by Bursa Malaysia Securities Berhad and other regulatory bodies from time to time as well as provide more flexibility for the Company.

3. Ordinary Resolution 5 - Resolution pursuant to Section 76 of the Companies Act 2016

The Company had, during its Fifteenth Annual General Meeting held on 26 September 2019, obtained its shareholders' approval for the general mandate for issuance of shares pursuant to Section 76 of the Companies Act 2016. As at the date of this notice, the Company had placed out 24,486,400 new ordinary shares pursuant to this mandate obtained.

The Ordinary Resolution 5 proposed under item 6 of the Agenda seeks the shareholders' approval of a general mandate for issuance of shares by the Company under Section 76 of the Companies Act 2016.

Bursa Malaysia Securities Berhad ("Bursa Securities") had via their letter dated 16 April 2020 granted several additional temporary relief measures, amongst others, listed corporations are allowed to seek a higher general mandate under Rule 6.04 of the ACE Market Listing Requirements of not more than 20% of the total number of issued shares for issue of new securities ("20% General Mandate"), provided that the following are being complied with: (i) procure shareholders' approval for the 20% General Mandate at a general meeting; and (ii) complies with all relevant applicable legal requirements, including its Constitution or relevant constituent document. This 20% General Mandate may be utilised by listed corporations to issue new securities until 31 December 2021 and thereafter, the 10% general mandate will be reinstated.

The Board of Directors, having considered the current economic climate arising from the global COVID-19 pandemic and future financial needs of the Group, is of the opinion that this 20% General Mandate is in the best interests of the Company and its shareholders. This 20% General Mandate will provide flexibility for the Company for fund raising and enable the Company, should it require, to seek fund raising requirements for working capital or strategic development of the Group and operational expenditure, expeditiously and efficiently. This would eliminate any delay arising from and cost involved in convening a separate general meeting to obtain approval of the shareholders for such issuance of shares during this challenging period.

This authority, unless revoked or varied by the Company at a general meeting, will expire at the next AGM. At this juncture, there is no decision to issue new shares. If there should be a decision to issue new shares after the general mandate is sought, the Company will make an announcement in respect thereof.

PERSONAL DATA POLICY

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General Meeting and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting (including any adjournment thereof) and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the member discloses the personal data of the member, proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.



LYC HEALTHCARE BERHAD
Registration No. 200401009170 (647673-A)
(Incorporated in Malaysia)

THE ADMINISTRATIVE GUIDE FOR THE ANNUAL GENERAL MEETING (“AGM”)

Date : Wednesday, 23 September 2020

Time : 10.30 a.m.

Venue : Dewan Perdana, Bukit Kiara Equestrian & Country Resort, Jalan Bukit Kiara Off Jalan Damansara, 60000 Kuala Lumpur

Dear Shareholders of LYC Healthcare Berhad (“LYC” or the “Company”)

Pursuant to the Guidance Note and Frequently Ask Questions on the Conduct of General Meetings for Listed Issuers, issued by the Securities Commission Malaysia on 18 June 2020 and revised on 24 June 2020 (“**SC Guidance Note & FAQs**”), please find the additional guidance below on the requirements and method of participating in the 16th AGM.

Public Health Precautions and Preventive Measures

1. In light of the COVID-19 outbreak, we appreciate if all shareholders, proxies and invited guests could take all the necessary precautions and preventive measures as issued by the Ministry of Health when attending the 16th AGM.

2. As a precautionary measure, you are strongly advised not to attend the meeting and to appoint proxy(ies) to attend in your stead, if:

(a) you are unwell with **sore throat, flu, fever, cough, aches and pains, nasal congestion, diarrhoea or shortness of breath**; or

(b) your travel history to high risk countries affected by COVID-19 in the past 14 days; or

(c) you have contact with a person who is confirmed with COVID-19 infection in the past 14 days;

you are required to comply with the directives issued by Ministry of Health to self-quarantine or seek medical advice and will not be allowed to attend the 16th AGM.

3. To safeguard the health and safety of shareholders, proxies and invited guests who may be attending the 16th AGM in person, the Company will also implement the following precautionary measures for the 16th AGM:-

(a) Shareholders present in person or by proxy or attorney or authorised representative are required to pre-register themselves with the Company to allow the Company to make the necessary arrangement in relation to the meeting i.e. infrastructure, logistic and meeting venue. Please refer to the following page on the pre-registration procedures.

(b) Shareholders, proxyholders and corporate representatives (“Participants”) will have to go through a compulsory **body temperature screening** and will be required to provide his/her health declaration via MySejahtera application during the registration process, specifically to facilitate the Company in preventing any potential spread of COVID-19. Any person with a body temperature of above 37.5°C or is experiencing any symptoms of being unwell as specified above, will **NOT** be allowed to enter the venue of the 16th AGM.

(c) All attendees must wear a **face mask** before entering the venue and shall wash and sanitise their hands frequently. Wearing a face mask throughout the 16th AGM proceedings is **mandatory**.

4. If you are under high risk group which is **above age of 60**, you are hereby strongly advised and encouraged to appoint the Chairman as your proxy or proxy(ies) between the ages of 18 to 60 years to attend the 16th AGM.

PRE-REGISTRATION TO ATTEND THE AGM

Pursuant to SC Guidance Note & FAQs, the Participants who will be attending the 16th AGM in person are required to pre-register themselves with the Company by providing their name, NRIC/Passport No. and CDS account no. to the Company via email at finance@lychealth.com not later than **Monday, 21 September 2020 at 10.30 a.m.** This is to allow the Company to make necessary arrangements for the 16th AGM.

The Company is abiding with the General SOP issued by Malaysian National Security Council in conducting the 16th AGM.

PROXY

1. If you are unable to attend the AGM, you are encouraged to appoint a proxy or the Chairman of the Meeting as your proxy and indicate the voting instructions in the Form of Proxy in accordance with the notes and instructions printed there.
2. Please ensure that the Form of Proxy is deposited with the Share Registrar of the Company at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia not less than 48 hours before the time set for holding the meeting (no later than Monday, 21 September 2020 at 10.30 a.m.) or any adjournment thereof. Any notice of termination of person's authority to act as a proxy must be forwarded to the Company prior to the commencement of the AGM.

NO DOOR GIFTS/GOODY-BAGS

To ensure physical distancing and to reduce the number of crowds at the meeting, there will be no distribution of door gifts/goody-bags to all attendees of the meeting.

ENQUIRY

If you have any enquiry prior to the meeting, you may contact the following during office hours from Monday to Friday (8.30 a.m. to 5.30 p.m.):

Share Registrar:

Boardroom Share Registrars Sdn Bhd
[Registration No. 199601006647(378993-D)]
11th Floor, Menara Symphony,
No. 5, Jalan Prof. Khoo Kay Kim,
Seksyen 13,
46200 Petaling Jaya,
Selangor Darul Ehsan, Malaysia.

General Line : +603 7890 4700
Fax : +603 7890 4670
Contact person : Cik Fadhilatun Yahaya (+603 7890 4747)
Encik Muzaffar Bin Abu Bakar (+603 7890 4746)
Email : fadhilatun@boardroomlimited.com
muzaffar@boardroomlimited.com

LYC Healthcare Berhad

[Registration No. 200401009170(647673-A)]
2nd Floor, Podium Block Plaza VADS,
No. 1, Jalan Tun Mohd Fuad,
Taman Tun Dr. Ismail,
60000 Kuala Lumpur,
Wilayah Persekutuan Malaysia.

General Line : +603 7733 9222
Fax : +603 7733 4886
Contact person : Ms. Chloe Chan Swee Yee
Email : chloe.chan@lychealth.com