



## Notice of Extraordinary General Meeting

**NOTICE IS HEREBY GIVEN THAT** an Extraordinary General Meeting of LYC Healthcare Berhad (“**LYC**” or 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 11.30 a.m. or immediately following the conclusion or adjournment of the Sixteenth Annual General Meeting of LYC scheduled to be held at the same venue and on the same date at 10.30 a.m., whichever is later, for the purpose of considering and if thought fit, passing with or without modifications, the following ordinary resolutions:-

### ORDINARY RESOLUTION 1

**PROPOSED PRIVATE PLACEMENT OF UP TO 30% OF THE TOTAL NUMBER OF ISSUED SHARES OF LYC AT AN ISSUE PRICE TO BE DETERMINED AND ANNOUNCED LATER, TO THE FOLLOWING PARTIES:-**

- (A) **ALLOCATION TO THIRD PARTY INVESTOR(S) WHERE SUCH INVESTOR(S) SHALL BE PERSON(S) WHO/ WHICH QUALIFY UNDER SCHEDULES 6 AND 7 OF THE CAPITAL MARKETS AND SERVICES ACT 2007; AND**
- (B) **ALLOCATION TO LIM YIN CHOW (“LIM YC”) (BEING THE INTERESTED MAJOR SHAREHOLDER) AND/ OR NOMINEE(S), PURSUANT TO HIS UNDERTAKING TO SUBSCRIBE AND/ OR CAUSE HIS NOMINEE(S) TO SUBSCRIBE FOR A TOTAL OF UP TO 50,000,000 PLACEMENT SHARES WHICH ARE NOT SUBSCRIBED FOR OR TAKEN UP BY ANY THIRD PARTY INVESTOR(S)**

### (“PROPOSED PRIVATE PLACEMENT”)

“**THAT** subject to and conditional upon the approvals of all relevant regulatory authorities and/ or third parties being obtained, where required, approval be and is hereby given to the Board of Directors of LYC (“**Board**”) to allot and issue up to 30% of the total number of issued shares of LYC (“**Placement Shares**”).

**THAT** approval be and is hereby given to the Board to determine the issue price for the Placement Shares at a later date based on not more than 10% discount to the five (5)-day volume weighted average market price (“**VWAP**”) of the ordinary shares in LYC (“**LYC Shares**”) immediately preceding the price-fixing date.

**THAT** the Placement Shares will, upon allotment and issuance, rank equally in all respects with the existing LYC Shares, save and except that the Placement Shares will not be entitled to any dividends, rights, allotments and/ or any other forms of distribution that may be declared, made or paid for which the entitlement date precedes the date of allotment and issuance of the Placement Shares.

**THAT** the proceeds of the Proposed Private Placement be utilised for the purpose as set out in the circular to shareholders dated 8 September 2020 (“**Circular**”), and the Board be and is hereby authorised with full power to vary the manner and/ or purpose of utilisation of such proceeds in such manner as the Board deem fit, necessary and/ or expedient or in the best interest of the Company, subject to the approval of the relevant authorities, where required.

**AND THAT** the Board be and is hereby authorised to sign and execute all documents, do all things and acts as may be required to give effect to the Proposed Private Placement with full power to assent to any conditions, variations, modifications and/ or amendments in any manner as may be required or permitted by any relevant authorities and to deal with all matters relating thereto and to take all such steps to enter into all such agreement, arrangement, undertaking, indemnities, transfer, assignment and guarantee with any party or parties and to do all acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed Private Placement.”

### ORDINARY RESOLUTION 2

**PROPOSED ALLOCATION OF UP TO 50,000,000 PLACEMENT SHARES, WHICH ARE NOT SUBSCRIBED FOR OR TAKEN UP BY ANY THIRD PARTY INVESTOR(S), TO LIM YIN CHOW AND/ OR NOMINEE(S) (“PROPOSED ALLOCATION TO LIM YIN CHOW AND/ OR NOMINEE(S)”)**

“**THAT** subject to the passing of Ordinary Resolution 1 and conditional upon the approvals of all relevant regulatory authorities and/ or third parties being obtained, where required, approval be and is hereby given to the Board to allot and issue up to 50,000,000 Placement Shares, which are not subscribed for or taken up by any third party investor(s), to the major shareholder of LYC, namely Lim Yin Chow and/ or nominee(s) pursuant to the Proposed Private Placement, at an issue price of not more than 10% discount to the five (5)-day VWAP of LYC Shares immediately preceding the price-fixing date.

**AND THAT** the Board be and is hereby authorised to sign and execute all documents, do all things and acts as may be required to give effect to the Proposed Allocation to Lim Yin Chow and/ or nominee(s) with full power to assent to any conditions, variations, modifications and/ or amendments in any manner as may be required or permitted by any relevant authorities and to deal with all matters relating thereto and to take all such steps to enter into all such agreement, arrangement, undertaking, indemnities, transfer, assignment and guarantee with any party or parties and to do all acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed Allocation to Lim Yin Chow and/ or nominee(s).”

### ORDINARY RESOLUTION 3

**PROPOSED ACQUISITION BY LYC MEDICARE SDN BHD (“LYC MEDICARE”), A WHOLLY-OWNED SUBSIDIARY OF LYC, OF A 51% EQUITY INTEREST IN T&T MEDICAL GROUP PTE LTD FOR A PURCHASE CONSIDERATION OF SGD7,293,000 (“PROPOSED ACQUISITION OF T&T”)**

“**THAT**, subject to and conditional upon the approvals of all relevant regulatory authorities and/ or third parties being obtained, where required, and the conditions precedent in the conditional share sale agreement dated 4 May 2020 (“**SSA T&T**”) entered into between LYC Medicare as the purchaser and Ting Choon Meng as the vendor, for the Proposed Acquisition of T&T being fulfilled or waived, approval be and is hereby given to LYC, through its wholly-owned subsidiary namely LYC Medicare, to acquire a 51% equity interest in T&T at a purchase consideration of SGD7,293,000 to be satisfied via a combination of (a) cash amounting to SGD5,304,000 and (b) issuance of 1,989,000 redeemable non-cumulative preference shares in LYC Medicare amounting to SGD1,989,000, on the terms and conditions contained in the SSA T&T.

**AND THAT** the Board be and is hereby authorised to sign and execute all documents, do all acts, deeds and things as may be required to give effect to and to complete the Proposed Acquisition of T&T with full power to assent to any conditions, variations, modifications and/ or amendments in any manner as may be required and to deal with all matters relating thereto and to take all such steps and do all acts, deeds and things for and on behalf of the Company in any manner as they may deem fit or necessary or expedient to implement, finalise and give full effect to the Proposed Acquisition of T&T.”

### ORDINARY RESOLUTION 4

**PROPOSED ACQUISITION BY LYC MEDICARE, A WHOLLY-OWNED SUBSIDIARY OF LYC, OF A 51% EQUITY INTEREST IN HC ORTHOPAEDIC SURGERY PTE LTD FOR A PURCHASE CONSIDERATION OF SGD6,936,000 (“PROPOSED ACQUISITION OF HCOS”)**

“**THAT**, subject to and conditional upon the approvals of all relevant regulatory authorities and/ or third parties being obtained, where required, and the conditions precedent in the conditional share sale agreement dated 28 May 2020 (“**SSA HCOS**”) entered into between LYC Medicare as the purchaser and Chan Ying Ho and Beyond Wellness Group Pte Ltd as the vendors, for the Proposed Acquisition of HCOS being fulfilled or waived, approval be and is hereby given to LYC, through its wholly-owned subsidiary namely LYC Medicare, to acquire a 51% equity interest in HCOS at a purchase consideration of SGD6,936,000 to be satisfied entirely in cash, on the terms and conditions contained in the SSA HCOS.

**AND THAT** the Board be and is hereby authorised to sign and execute all documents, do all acts, deeds and things as may be required to give effect to and to complete the Proposed Acquisition of HCOS with full power to assent to any conditions, variations, modifications and/ or amendments in any manner as may be required and to deal with all matters relating thereto and to take all such steps and do all acts, deeds and things for and on behalf of the Company in any manner as they may deem fit or necessary or expedient to implement, finalise and give full effect to the Proposed Acquisition of HCOS.”

### By Order of the Board

**Tan Ai Ning (MAICSA 7015852)**  
**SSM PC NO.: 20200800067**  
**Tai Yuen Ling (LS 0008513)**  
**SSM PC NO.: 202008001075**  
Company Secretaries

**Kuala Lumpur**  
**8 September 2020**

### Notes:

1. A member entitled to attend, participate, speak 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.
2. 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.
3. Where a member of the Company is authorised 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.
4. If the appointor is a corporation, this form must be executed under its Common Seal or under the hand of its attorney.
5. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially 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 Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor 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 EGM or Adjourned EGM.
6. 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.
7. The EGM 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.
8. 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 EGM 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 EGM at [finance@lychealth.com](mailto:finance@lychealth.com) no later than Monday, 21 September 2020 at 11.30 a.m.
9. The Board wishes to highlight that the EGM 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.

### Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/ or representative(s) to attend, speak and vote at the Extraordinary 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 Extraordinary General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Extraordinary 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's 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 OF THE EXTRAORDINARY GENERAL MEETING (“EGM”) FOR THE SHAREHOLDERS OF LYC HEALTHCARE BERHAD**

**Date** : Wednesday, 23 September 2020

**Time** : 11.30 a.m. or immediately following the conclusion or adjournment of the Sixteenth Annual General Meeting of the Company scheduled to be held at the same venue and on the same date at 10.30 a.m., whichever is later

**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 EGM.

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



**LYC HEALTHCARE BERHAD**

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

**PRE-REGISTRATION TO ATTEND THE EGM**

Pursuant to SC Guidance Note & FAQs, the Participants who will be attending the EGM 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](mailto:finance@lychealth.com) not later than than **Monday, 21 September 2020 at 11.30 a.m.**. This is to allow the Company to make necessary arrangements for the EGM.

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

**PROXY**

1. If you are unable to attend the EGM, 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 11.30 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 EGM.

**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](mailto:fadhilatun@boardroomlimited.com)  
[muzaffar@boardroomlimited.com](mailto: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](mailto:chloe.chan@lychealth.com)