



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

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of LYC Healthcare Berhad ("LYC" or the "Company") will be conducted on fully virtual basis via online meeting platform at <https://meeting.boardroomlimited.my> (Domain Registration No. with MYNIC - D6A357657) provided by Boardroom Share Registrars Sdn. Bhd. On Thursday, 19 August 2021 at 10.30 a.m. for the purpose of considering and, if thought fit, passing, with or without modifications the following resolutions:-

ORDINARY RESOLUTION 1

PROPOSED ACQUISITION BY LYC NUTRIHEALTH SDN BHD ("LYC NUTRIHEALTH"), AN INDIRECT WHOLLY-OWNED SUBSIDIARY OF LYC, OF A 70% EQUITY INTEREST IN AQUARATE INGREDIENTS INTL (M) SDN BHD FOR A PURCHASE CONSIDERATION OF RM36,400,000 TO BE SATISFIED ENTIRELY IN CASH ("PROPOSED ACQUISITION")

"THAT, subject to the passing of Ordinary Resolution 2 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 19 May 2021 ("SSA") entered into between LYC Nutrihealth as the purchaser and Ong Kee Leong, Ong Say Kiong, Woo Keng Mun and Ong Kee Fong as the vendors, for the Proposed Acquisition being fulfilled or waived, approval be and is hereby given to LYC, through its indirect wholly-owned subsidiary namely LYC Nutrihealth, to acquire a 70% equity interest in Aquarate at a purchase consideration of RM36,400,000 to be satisfied via cash on the terms and conditions contained in the SSA.

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 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."

ORDINARY RESOLUTION 2

PROPOSED DIVERSIFICATION OF THE EXISTING PRINCIPAL ACTIVITIES OF LYC AND ITS SUBSIDIARIES TO INCLUDE THE NUTRACEUTICAL BUSINESS ("PROPOSED DIVERSIFICATION")

"THAT, subject to the passing of Ordinary Resolution 1 and conditional upon the approvals of the relevant authorities/ parties for the Proposed Diversification being obtained, approval be and is hereby given to LYC and its subsidiaries to diversify the existing principal activities to include the product formulation, research and development (R&D), and supply of functional food ingredients, sale of finished goods/ products, and the provision of innovative solutions to the food and beverage (F&B), nutraceutical, pharmaceutical, healthcare and cosmeceutical industry ("Nutraceutical Business").

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 Diversification 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 matter relating thereto and to take all such steps 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 Diversification."

By Order of the Board

Tan Ai Ning (MAICSA 7015852)
SSM PC NO.: 202008000067

Tai Yuen Ling (LS 0008513)
SSM PC NO.: 202008001075

Company Secretaries

Kuala Lumpur
30 July 2021

Notes:-

- As part of the initiatives to curb the spread of coronavirus disease ("Covid-19"), the Company will conduct the EGM entirely on fully virtual basis via remote participation and electronic voting facilities. Please follow the procedures as stipulated in the Administrative Guide for Shareholders in order to register, participate and vote virtually.
- The Securities Commission Malaysia had on 16 July 2021, revised the Guidance Note and Frequently Asked Questions ("FAQ") on the conduct of General Meetings for Listed Issuers which was originally issued on 18 April 2020 ("the Revised Guidance Note and FAQ"), to require all meeting participants of a fully virtual general meeting including the Chairperson of the meeting, board members, senior management and shareholders to participate in the meeting online. Physical gatherings no matter how small are prohibited. According to the Revised Guidance Note and FAQ, an online meeting platform can be recognised as the meeting venue or place under Section 327(2) of the Companies Act 2016 provided that the online platform is located in Malaysia.
- As the EGM will be conducted on fully virtual basis via a fully virtual meeting, a member who is not able to participate in the EGM may appoint the Chairman of the Meeting as his/her proxy and indicate the voting instruction in the Proxy Form.
- 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.
- 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 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.
- 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 notarially certified copy of that power or authority shall be deposited with the Share Registrar of the Company at Ground Floor or 11th Floor, Menara Symphony, No.5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Malaysia or via electronic means through Boardroom Smart Investor Portal at <https://investor.boardroomlimited.com> (Please follow the procedures as stipulated in the Administrative Guide) 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.
- Shareholders and proxies would need to register as a user on the Boardroom Smart Investor Portal first before they can request for the Remote Participant User ID and password to virtually attend, participate, speak and vote at the EGM, in accordance with Administrative Guide.
- In respect of deposited securities, only members whose names appear on the Record of Depositors on 12 August 2021 (General Meeting Record of Depositors) shall be eligible to attend the meeting or appoint proxy(ies) to attend and/or vote on his behalf.
- Please ensure ALL the particulars as required in the proxy form are completed, signed and dated accordingly.
- Last date and time for lodging the proxy form is **Tuesday, 17 August 2021 at 10.30 a.m.**

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)

Dear Valued Shareholders,

CIRCULAR TO SHAREHOLDERS IN RELATION TO THE (I) PROPOSED ACQUISITION BY LYC NUTRIHEALTH SDN BHD, AN INDIRECT WHOLLY-OWNED SUBSIDIARY OF LYC HEALTHCARE BERHAD ("LYC" OR THE "COMPANY"), OF A 70% EQUITY INTEREST IN AQRATE INGREDIENTS INTL (M) SDN BHD FOR A PURCHASE CONSIDERATION OF RM36,400,000 TO BE SATISFIED ENTIRELY IN CASH ("PROPOSED ACQUISITION"); AND (II) PROPOSED DIVERSIFICATION OF THE EXISTING PRINCIPAL ACTIVITIES OF LYC AND ITS SUBSIDIARIES TO INCLUDE THE NUTRACEUTICAL BUSINESS ("PROPOSED DIVERSIFICATION")

We are pleased to invite you to the Extraordinary General Meeting ("**EGM**") of LYC Healthcare Berhad ("**Company**") which will be conducted on a fully virtual basis through live streaming and online remote voting as follows:

Date	Time	Meeting Platform
19 August 2021 (Thursday)	10.30 a.m.	https://meeting.boardroomlimited.my (Domain Registration No. with MYNIC - D6A357657)

As a precautionary measure amid the COVID-19 outbreak, the Company's forthcoming EGM will be conducted on a fully virtual basis via Online Meeting Platform, as the safety of our members, Directors, staff and other stakeholders who will attend the EGM is of paramount importance to us.

The conduct of a fully virtual EGM is in line with the revised Guidance Note and Frequently Asked Questions on the Conduct of General Meetings for Listed Issuers issued by the Securities Commission Malaysia on 16 July 2021 ("**Revised Guidance Note and FAQs**"). The Revised Guidance Note and FAQs state that in a fully virtual general meeting, all meeting participants including the Chairperson of the meeting, board members, senior management and shareholders are required to participate in the meeting online. Physical gatherings no matter how small are prohibited.

According to the Revised Guidance Note and FAQs, an online meeting platform can be recognised as the meeting venue or place under Section 327(2) of the Companies Act 2016 provided that the online platform is located in Malaysia.

The following documents can be downloaded from the Company's website at <https://www.lychealth.com/investor-agm.html> or Bursa Malaysia's website at www.bursamalaysia.com. You may also scan the QR code to download.

- 1) Notice of the EGM;
- 2) Proxy Form;
- 3) Administrative Guide of the EGM;
- 4) Circular Requisition Form; and
- 5) Circular to Shareholders in relation to the Proposed Acquisition and Proposed Diversification ("**Circular**")



If you wish to receive a printed copy of the Circular, please forward your request by downloading the Circular Requisition Form from our website link and email it to chloe.chan@lychealth.com. We will send it to you by ordinary post as soon as possible upon receiving your request.



LYC HEALTHCARE BERHAD

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Please read the Administrative Guide for the EGM which is available on our website at <https://www.lychealth.com/investor-agm.html> for details on the registration process. Shareholders and proxies will have to register to attend the EGM remotely by using the Remote Participation and Electronic Voting (RPEV) according to the procedures as set out in the Administrative Guide for the EGM.

We would like to thank you for your continued support to the Company. If you have any enquiry, you may contact the following organisation or persons during office hours on Monday to Friday from 8.30 a.m. to 5.30 p.m. (except public holidays):-

Share Registrars:

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

Email : BSR.Helpdesk@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

Thank you.

Yours faithfully,
LYC Healthcare Berhad

Dato' Seri Abdul Azim Bin Mohd Zabidi
Chairman

30 July 2021



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

- Day and Date : Thursday, 19 August 2021
Time : 10.30 a.m.
Meeting Platform : <https://meeting.boardroomlimited.my> (Domain Registration No. with MYNIC - D6A357657)
Mode of Communication : i. Submit questions to the Board prior to the EGM by emailing to chloe.chan@lychealth.com and gfc@lychealth.com no later than 10.30 a.m. on Tuesday, 17 August 2021
ii. Pose questions to the Board via real time submission of typed texts at meeting platform during live streaming of the EGM

Dear Shareholders of LYC Healthcare Berhad ("LYC" or the "Company")

MODE OF MEETING

As a precautionary measure amid COVID-19 outbreak, the Company's forthcoming EGM will be conducted fully virtual on our Online Meeting Platform, as the safety of our members, Directors, staff and other stakeholders who will attend the EGM is of paramount importance to us.

The Securities Commission Malaysia had on 16 July 2021, revised the Guidance Note and Frequently Asked Questions ("**FAQ**") on the conduct of General Meetings for Listed Issuers which was originally issued on 18 April 2020 ("**the Revised Guidance Note and FAQ**"), to require all meeting participants of a fully virtual general meeting including the Chairperson of the meeting, board members, senior management and shareholders to participate in the meeting online. Physical gatherings no matter how small are prohibited. According to the Revised Guidance Note and FAQ, an online meeting platform can be recognised as the meeting venue or place under Section 327(2) of the Companies Act 2016 provided that the online platform is located in Malaysia.

Kindly ensure that you are connected to the internet at all times in order to participate and vote when our virtual EGM has commenced. Therefore, it is your responsibility to ensure that connectivity for the duration of the meeting is maintained. Kindly note that the quality of the live webcast is dependent on the bandwidth and stability of the internet connection of the participants.

ENTITLEMENT TO PARTICIPATE AND VOTE

In respect of deposited securities, only members whose names appear on the Record of Depositors on 12 August 2021 (General Meeting Record of Depositors) shall be eligible to participate in the meeting or appoint proxy(ies) to participate on his/her behalf.

FORM(S) OF PROXY

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 Proxy Form in accordance with the notes and instructions printed therein.

Please ensure that the original form is deposited at our Share Registrar's office not less than forty-eight (48) hours before the time appointed for holding the meeting. Details of our Share Registrar's office can be found in the enquiry section of this document.

Alternatively, you may deposit your proxy form(s) by electronic means through the Boardroom Smart Investor Portal at <https://investor.boardroomlimited.com> (kindly refer to "Virtual Meeting Facilities" below).

REVOCATION OF PROXY



If you have submitted your Form(s) of Proxy and subsequently decide to appoint another person or wish to participate in our electronic EGM yourself, please write in to bsr.helpdesk@boardroomlimited.com to revoke the earlier appointed proxy forty-eight (48) hours before the meeting.

VOTING PROCEDURE

Pursuant to Paragraph 8.31A of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, voting at the EGM will be conducted by poll. Poll administrators and Independent Scrutineers will be appointed to conduct the polling process and verify the results of the poll respectively.

VIRTUAL MEETING FACILITIES

Procedure	Actions
Before the day of the EGM	
1. Register Online with Boardroom Smart Investor Portal <i>(For first time registration only)</i>	<p><i>[Note: If you have already signed up with Boardroom Smart Investor Portal, you are not required to register. You may proceed to Step 2.]</i></p> <ol style="list-style-type: none"> Access website https://investor.boardroomlimited.com. Click <<Register>> to sign up as a user. Complete registration and upload softcopy of MyKad (front and back) or Passport in JPEG, PNG or PDF format. Please enter a valid email address. Your registration will be verified and approved within one (1) business day and an email notification will be provided.
2. Submit request for remote participation	<p>Registration for remote access will be opened on Friday, 30 July 2021. Please note that the closing time to submit your request is at 10.30 a.m. on Tuesday, 17 August 2021 (forty-eight (48) hours before the commencement of the EGM).</p> <p>Individual Members</p> <ol style="list-style-type: none"> Log in to https://investor.boardroomlimited.com using your user ID and password from Step 1 above. Select LYC HEALTHCARE BERHAD EXTRAORDINARY GENERAL MEETING from the list of Corporate Meetings and click "Enter". Click on "Register for RPEV". Read and accept the General Terms & Conditions and click "Next". Enter your CDS Account Number and thereafter submit your request. <p>Appointment of Proxy</p> <ol style="list-style-type: none"> Log in to https://investor.boardroomlimited.com using your user ID and password from Step 1 above. Select LYC HEALTHCARE BERHAD EXTRAORDINARY GENERAL MEETING from the list of Corporate Meetings and click "Enter". Click on "Submit eProxy Form". Read and accept the General Terms and Conditions by clicking "Next". Enter your CDS Account Number and number of securities held. Select your proxy – either the Chairman of the meeting or individual named proxy(ies) and enter the required particulars of your proxy(ies). Indicate your voting instructions – FOR or AGAINST, or ABSTAIN. If you wish to have your proxy(ies) to act upon his/her discretion, please indicate DISCRETIONARY. Review and confirm your proxy appointment. Click "Apply". Download or print the eProxy form as acknowledgement. <p>Corporate Shareholders, Authorised Nominee and Exempt Authorised Nominee</p> <ol style="list-style-type: none"> Write in to bsr.helpdesk@boardroomlimited.com by providing the name of the Member and CDS Account Number, accompanied by the Certificate of Appointment of Corporate Representative or Form of Proxy (as the case may be) to submit the request. Please provide a copy of the Corporate Representative's or Proxy's MyKad (front and back) or Passport in JPEG, PNG or PDF format as well as his/her email address.

Procedure		Actions
Before the day of the EGM		
3.	Email notification	<p>a. You will receive notification(s) from Boardroom that your request(s) has/have been received and is/are being verified.</p> <p>b. Upon system verification against the General Meeting Record of Depositories as at 12 August 2021, you will receive an email from Boardroom either approving or rejecting your registration for remote participation together with the Meeting ID and your remote access user ID and password. You will also be notified in the event your registration is rejected.</p>
On the day of the EGM		
4.	Login to Meeting Platform	<p>a. The Meeting Platform will be open for login one (1) hour before the commencement of the EGM.</p> <p>b. The Meeting Platform can be accessed via one of the following:</p> <ul style="list-style-type: none"> ➤ Scan the QR Code provided in the email notification; or ➤ Navigate to the website at https://meeting.boardroomlimited.my <p>c. Insert the Meeting ID and sign in with the user ID and password provided to you via the email notification in Step 3.</p>
5.	Participate	<p><i>[Note: Please follow the User Guides provided in the confirmation email above to view the live webcast, submit questions and vote.]</i></p> <p>a. If you would like to view the live webcast, select the broadcast icon. </p> <p>b. If you would like to ask a question during the EGM, select the messaging icon. </p> <p>c. Type your message within the chat box and once completed, click the send button.</p>
6.	Voting	<p>a. Once polling has been opened, the polling icon will appear with the resolutions and your voting choices until the Chairman declares the end of the voting session.</p> <p>b. To vote, select your voting direction from the options provided. A confirmation message will appear to indicate that your vote has been received.</p> <p>c. To change your vote, re-select your voting preference.</p> <p>d. If you wish to cancel your vote, please press "Cancel".</p>
7.	End of Participation	Upon the announcement by the Chairman on the closure of the EGM, the live webcast will end.

NO DISTRIBUTION OF DOOR GIFTS

There will be no distribution of door gifts for shareholders/proxies who join or participate in the virtual EGM.

NO RECORDING OR PHOTOGRAPHY

No recording or photography of the EGM proceedings is allowed without the prior written permission of the Company.

ENQUIRY

If you have any enquiries prior to the EGM, please 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
 Email : bsr.helpdesk@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

PERSONAL DATA PRIVACY

By registering for the remote participation and electronic voting meeting and/or submitting an instrument appointing a proxy(ies) and/or representative(s), the member of the Company has consented to the use of such data for purposes of processing and administration by the Company (or its agents); and to comply with any laws, listing rules, regulations and/or guidelines. The member agrees that he/she will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the shareholder's breach of warranty.