

**Notice of Annual General Meeting**

**NOTICE IS HEREBY GIVEN THAT** the Twentieth (“20<sup>th</sup>”) Annual General Meeting (“AGM”) of LYC Healthcare Berhad (“LYC” or the “Company”) will be at Dewan Berjaya, Bukit Kiara Equestrian & Country Resort, Jalan Bukit Kiara, Off Jalan Damansara, 60000 Kuala Lumpur on Friday, 27 September 2024, at 10.00 a.m. for the following purposes:

**AGENDA****As Ordinary Business**

1. To receive the Audited Financial Statements for the financial year ended 31 March 2024 together with the Reports of the Directors’ and Auditors’ thereon. **Please refer to Explanatory Note 1**
2. To approve the payment of Directors’ fees and benefit payable to the Directors of the Company of up to RM750,000 from 28 September 2024 until the conclusion of the next AGM to be held in 2025. **Ordinary Resolution 1**
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:-  
(a) Dato’ Seri Abdul Azim bin Mohd Zabidi **Clause 104(1)**  
(b) Sui Diong Hoe **Clause 104(1)** **Ordinary Resolution 2**  
**Ordinary Resolution 3**  
**Ordinary Resolution 4**
4. To re-appoint Messrs Baker Tilly Monteiro Heng PLT as Auditors of the Company and to authorise the Directors to fix their remuneration.

**As Special Business**

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

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

“THAT pursuant to Section 76 of the Companies Act 2016 (“the Act”), the Directors be and are hereby authorised to allot and issue shares in the Company at any time until the conclusion of the next AGM and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit, provided that the aggregate number of shares to be issued does not exceed ten per centum (10%) of the total number of issued shares of the Company for the time being, subject always to the approval of all relevant regulatory bodies being obtained for such allotment and issuance.

THAT in connection with the above, pursuant to Section 85 of the Act and Clause 9 of the Constitution of the Company, the shareholders do hereby waive the statutory pre-emptive rights of the offered shares in proportion of their holdings at such price and at such terms to be offered arising from any issuance of new shares above by the Company.

AND THAT the new shares to be issued shall, upon allotment and issuance, rank equally in all respects with the existing shares of the Company, save and except that they shall not be entitled to any dividends, rights, allotments and/or any other forms of distribution that which may be declared, made or paid before the date of allotment of such new shares.”

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

**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

Petaling Jaya

31 July 2024

**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 11<sup>th</sup> Floor, Menara Symphony, No. 5, Jalan Prof. 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 AGM or Adjourned AGM.
6. In respect of deposited securities, only members whose names appear on the Record of Depositors on 20 September 2024 (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. Please ensure ALL the particulars as required in the proxy form are completed, signed and dated accordingly.
8. Last date and time for lodging the proxy form is 25 September 2024, 10.00 a.m.

**Explanatory Notes:-**

1. **To receive the Audited Financial Statements**

Agenda item no. 1 is meant for discussion only as the provision of Section 340 of the Act 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. **Ordinary Resolution 1**

**- To approve the payment of Directors’ Fees and benefit payable to the Directors of the Company**

Section 230(1) of the Act provides amongst others, that “the fees” of the Directors and “any benefits” payable to the Directors of a listed company and its subsidiaries shall be approved at a general meeting. In this respect, the Board had recommended the payment of Directors’ Fees and benefit payable to the Directors for shareholders’ approval at the Twentieth (“20<sup>th</sup>”) AGM in a resolution as follows:-

“To approve the payment of Directors’ fees and benefit payable to the Directors of the Company of up to RM750,000 from 28 September 2024 until the conclusion of the next AGM to be held in 2025.”

The payment of the Directors’ fees and benefit payable will only be made if the proposed Ordinary Resolution 1 has been passed at the 20<sup>th</sup> AGM pursuant to Clause 112 of the Company’s Constitution and Section 230(1) of the Act.

In the event that the proposed Directors’ fees and benefits payable during the above period exceed the estimated amount sought at the 20<sup>th</sup> AGM, approval will be sought at the next AGM for additional Directors’ fees and benefits payable to meet the shortfall, prior to the payment is made.

3. **Ordinary Resolution 5**

**- Authority pursuant to Section 76 of the Act for the Directors to Allot and Issue Shares**

The Company had, during its Nineteenth AGM held on 21 September 2023, obtained its shareholders’ approval for the general mandate for issuance of shares pursuant to Section 76 of the Act.

The proposed Ordinary Resolution 5 is a renewal mandate of the general mandate for the issuance of shares by the Company under Section 76 of the Act. The mandate, if passed, will give the Directors of the Company, the authority to issue and allot shares in the Company up to an amount not exceeding 10% of the issued share capital of the Company for the time being for such purposes as the Directors would consider to be in the best interest of the Company. This authority, unless revoked or varied by the Company in a general meeting will expire at the conclusion of the next AGM of the Company.

The waiver of pre-emptive rights pursuant to Section 85 of the Act and Clause 9 of the Constitution will allow the Directors of the Company to issue new shares of the Company which rank equally to existing issued shares of the Company, to any person without having to offer the new shares to all existing shareholders of the Company prior to issuance of new shares in the Company under the General Mandate.

This mandate would provide the Company the flexibility to raise fund including but not limited to placing of shares to finance future projects, working capital and/or acquisitions without having to convene a general meeting. 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 Privacy:**

By registering for the remote participation and electronic voting meeting and/or submitting the 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.