

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting (“EGM”) of DC Healthcare Holdings Berhad (“DC HEALTHCARE” or the “Company”) will be conducted through live streaming and online remote voting using Remote Participation and Voting facilities provided by Tricor Investor & Issuing House Services Sdn Bhd (“TIIH”) via TIIH Online website at <https://tiih.online> as a virtual general meeting on Tuesday, 3 December 2024 at 3:00 p.m. or at any adjournment thereof, for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions:

ORDINARY RESOLUTION 1

PROPOSED ESTABLISHMENT OF AN EMPLOYEES’ SHARE OPTION SCHEME (“ESOS”) OF UP TO 15% OF THE TOTAL NUMBER OF ISSUED SHARES OF DC HEALTHCARE (EXCLUDING TREASURY SHARES, IF ANY) AT ANY POINT OF TIME DURING THE DURATION OF THE ESOS FOR THE ELIGIBLE EMPLOYEES AND DIRECTORS OF DC HEALTHCARE AND ITS SUBSIDIARIES (EXCLUDING DORMANT SUBSIDIARIES, IF ANY) (“PROPOSED ESOS”)

“THAT subject to the approvals of all relevant authorities and/or parties being obtained, approval be and is hereby given to the Board to establish the ESOS involving up to 15% of the number of issued shares of the Company from time to time for the benefit of eligible directors and employees of DC Healthcare Group (excluding dormant subsidiaries, if any) (“Eligible Persons”), and the Board be and is hereby authorised to:

- (i) Establish an ESOS committee to implement and administer the ESOS for the benefit of the Eligible Persons, in accordance with the by-laws governing the Proposed ESOS (“By-Laws”), a draft of which is set out in Appendix I of the Circular to shareholders dated 8 November 2024;
- (ii) Allot and issue from time to time such member of new DC Healthcare Shares to the Eligible Persons as may be required to be issued pursuant to the exercise options granted under the Proposed ESOS (“ESOS Options”), PROVIDED THAT the total number of new Shares to be issued under the Proposed ESOS shall not in aggregate exceed 15% of the total number of issued DC Healthcare Shares at any point of time during the duration of the ESOS AND THAT the new DC Healthcare Shares to be allotted and issued upon the exercise of any ESOS Options will, upon allotment and issuance, rank equally in all respects with the existing DC Healthcare Shares, save and except that the new DC Healthcare Shares will not be entitled to any dividends, rights, allotments, and/or any other forms of distribution where the entitlement date precedes the relevant date of allotment and issuance of the new DC Healthcare Shares;
- (iii) Do all things necessary and make such applications as may be necessary at the appropriate time or times to Bursa Malaysia Securities Berhad (“Bursa Securities”) for the listing of and quotation for the new DC Healthcare Shares which may from time to time be allotted and issued arising from the exercise of the ESOS Options;
- (iv) Modify, vary and/or amend the By-Laws from time to time as may be required/permitted by the authorities or deemed necessary by the authorities or the Board PROVIDED THAT such modifications, variations and/or amendments are effected in accordance with the provisions of the By-Laws relating to modifications, variations and/or amendments; and to do all such acts and to enter into all such transactions, arrangements and agreements, deeds or undertakings and to make such rules or regulations, or impose such terms and conditions or delegate part of its powers as may be necessary or expedient in order to implement, finalise and give full effect to the Proposed ESOS and the terms of the By-Laws; and
- (v) Extend the duration of the ESOS, if the Board deems fit, for up to a maximum period of an additional 5 years (“Extension”) upon the recommendation by the ESOS committee, PROVIDED ALWAYS that the initial ESOS period of 5 years and such Extension made pursuant to the By-Laws shall not in aggregate exceed a duration of 10 years or such other period as may be prescribed by Bursa Securities, and that the Board be and is hereby authorised to implement the Extension and do all such acts and things and to execute all necessary documents to give full effect to and complete the Extension with full power to assent to or make any modifications, variations and/or amendments as may be required by the relevant authorities and to take all steps and actions as may be required by the relevant authorities and as the Board may deem necessary and/or expedient to finalise, implement and give full effect to and complete the Extension.

THAT the Board be and is hereby empowered and authorised to do all acts, deeds and things and to execute all such documents and enter into all such arrangements, agreements, deeds and/or undertakings with any parties as they may deem fit necessary, expedient and/or appropriate in order to finalise, implement and/or give full effect to the Proposed ESOS and terms of the By-Laws with full power to consent to and to adopt and implement such conditions, modifications, variations and/or amendments as may be required by the relevant authorities or as the Board may deem fit or necessary or expedient in the best interest of the Company.

THAT pursuant to Section 85(1) of the Act to be read together with Clause 61 of the Company’s constitution, and accordingly, should this resolution for the establishment of ESOS and issuance of the Ordinary Shares be passed by the shareholders of the Company, this resolution shall have the effect of the shareholders of the Company having agreed to irrevocably waive their Pre-emptive Rights in respect of the new Ordinary Shares to be allotted and issued by the Company pursuant to the Proposed ESOS, and in this respect approval is hereby given for the Pre-emptive Rights of the shareholders of the Company to be offered with new shares in the Company in proportion to their shareholding in the Company pursuant to Section 85 of the Act and Clause 61 of the Company’s Constitution to be and is hereby waived in respect of the issuance and allotment of the Ordinary Shares pursuant to the Proposed ESOS.

AND THAT the draft By-Laws, as set out in Appendix I of the Circular, be and is hereby approved and adopted.”

ORDINARY RESOLUTIONS 2 TO 7

PROPOSED GRANTING OF ESOS OPTIONS TO THE DIRECTORS OF DC HEALTHCARE

“THAT subject to the passing of Ordinary Resolution 1 and the approvals of all relevant authorities and/or parties being obtained, approval be and is hereby given to the Board to authorise the ESOS Committee, at any time and from time to time throughout the duration of the Proposed ESOS, to offer and grant to the following persons, ESOS Options to subscribe for such number of ordinary shares in DC Healthcare under the Proposed ESOS:

- | | |
|-----------------------------------|-----------------------|
| (i) Datuk Dr. Mohd Noor Bin Awang | Ordinary Resolution 2 |
| (ii) Dr. Chong Tze Sheng | Ordinary Resolution 3 |
| (iii) Dr. Lai Ngan Chee | Ordinary Resolution 4 |
| (iv) Rekha A/P Palanysamy | Ordinary Resolution 5 |
| (v) Sim Lee San | Ordinary Resolution 6 |
| (vi) Yap Ee Ling | Ordinary Resolution 7 |

Provided always that:

- (a) The abovementioned persons must not participate in the deliberation and/or discussion of their own respective allocation;
- (b) Not more than 10% of the total ESOS Options would be allocated to any one of the abovementioned persons who, either singly or collectively through persons connected to them, holds 20% or more of the total number of issued shares of the Company;
- (c) Not more than 50% of the total ESOS Options would be allocated in aggregate to the Directors and/or key senior management of the DC Healthcare Group (excluding dormant subsidiaries within the DC Healthcare Group); and
- (d) The allocation of ESOS Options to the abovementioned persons shall be subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws, the Listing Requirements of Bursa Securities, or any prevailing guidelines issued by Bursa Securities or any other relevant authorities, as amended from time to time.

AND THAT the Board is also authorised to issue and allot the corresponding number of new DC Healthcare Shares arising from the exercise of the ESOS Options that may be granted to them under the Proposed ESOS.”

BY ORDER OF THE BOARD

TAN TONG LANG (MAICSA7045482/SSM PC NO. 202208000250)
THIEN LEE MEE (LS0010621/SSM PC NO. 201908002254)
NURUL SYAHIDAH BINTI MAT TAHIL (LS0010742/SSM PC No. 202308000535)
Company Secretaries

Kuala Lumpur
8 November 2024

Explanatory Note:-

Pursuant to Section 85 of the Act read together with Clause 61 of the Company’s Constitution, the shareholders of the Company have a statutory Pre-emptive Rights to be offered any new shares of the Company which rank equally to existing Shares issued by the Company. By you voting in favour of the proposed Ordinary Resolution 1, you will be waiving your statutory Pre-emptive Rights, and accordingly the proposed Ordinary Resolution 1, if passed, will be taken to mean and will tantamount to the shareholders of the Company agreeing to waive and exclude their statutory Pre-emptive Rights under Section 85 of the Act and Clause 61 of the Company’s Constitution to be offered any new Shares to be issued by the Company pursuant to the Proposed ESOS.

Notes:

1. 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. Members are advised to refer to the Administrative Guide which is available on the Company’s corporate website at www.dchealthcareholdings.com, for the remote participation access and electronic voting at the EGM.
2. Subject and without prejudice to any special privileges or restrictions as to voting for the time being attached to any special class of shares for the time being forming part of the capital of the Company, every holder of ordinary or preference shares who is personally present, who is a Member or proxy or represented by attorney on a show of hands on any question shall have one vote and upon a poll every such Member shall have one vote for every ordinary or preference share held by him. A proxy need not be a Member of the Company and there shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at a meeting of the Company shall have the same rights as the Member to speak at the meeting. A Member may appoint not more than two (2) proxies to attend the same meeting. Where a Member appoints two (2) proxies, he shall specify the proportion of his shareholdings to be represented by each proxy.
3. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 (“SICDA”), 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. Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account (“Omnibus Account”), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each Omnibus Account it holds. An exempt authorised nominee refers to an authorised nominee defined under the SICDA which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.
5. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing (or if such appointor be a corporation, under its common seal or under the hand of an officer or attorney duly authorised or in some other manner approved by Directors). An instrument appointing a proxy to vote at a meeting shall be deemed to include the power to demand or concur in demanding a poll on behalf of the appointor.
6. The Form of Proxy or the instrument appointing a proxy and the power of attorney (if any) under which it is signed or authorised certified copy thereof must be deposited at the Share Registrar’s office at Unit 32-01, Level 32, Tower A, Vertical Business Suite Avenue 3, Bangsar South, No. 8 Jalan Kerinchi, 59200 Kuala Lumpur or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur not less than forty-eight (48) hours before the time for holding the meeting or any adjournment thereof.
7. In respect of deposited securities, only a depositor whose name appears on the Record of Depositors on 26 November 2024 (General Meeting Record of Depositors) shall be eligible to attend the meeting or appoint proxies to attend and/or vote on his/her behalf.



DC HEALTHCARE HOLDINGS BERHAD
[Registration No. 202201014036 (1459733-P)]
(Incorporated in Malaysia)

Administrative Details for the Extraordinary General Meeting (“EGM”) of DC Healthcare Holdings Berhad

Meeting Day and Date : Tuesday, 3 December 2024
Time : 3:00 p.m.
Meeting Platform : TIIH Online website at <https://tiih.online>

MODE OF MEETING

The EGM of the Company will be conducted entirely through live streaming and online voting via Remote Participation and Voting (“RPV”) facilities via TIIH Online website at <https://tiih.online>.

RPV FACILITIES

Shareholders are to attend, speak (in the form of real time submission of typed texts) and vote (collectively, “participate”) remotely at the EGM using RPV facilities provided by Tricor Investor & Issuing House Services Sdn. Bhd. (“Tricor”) via its TIIH Online website at <https://tiih.online>. Please refer to Procedures for RPV facilities.

A shareholder who has appointed a proxy(ies) or attorney(s) or authorised representative(s) to participate at this EGM via RPV facilities shall request his/her proxy(ies) or attorney(s) or authorised representative(s) to register himself/herself for RPV facilities at TIIH Online website at <https://tiih.online>. Please refer to Procedures for RPV facilities.

As the EGM is a virtual EGM, shareholders who are unable to participate in this EGM may appoint the Chairman of the meeting as his/her proxy and indicate the voting instructions in the proxy form.

PROCEDURES FOR RPV FACILITIES

Please read and follow the procedures below to engage in remote participation through live streaming and online remote voting at the EGM using the RPV facilities:

Before the EGM Day

Procedure	Action
i. Register as a user with TIIH Online	<ul style="list-style-type: none"> Using your computer, access to website at https://tiih.online. Register as a user under the “e-Services” and select “Create Account by Individual Holder”. Refer to the tutorial guide posted on the homepage for assistance. Registration as a user will be approved within one (1) working day and you will be notified via e-mail. If you are already a user of TIIH Online, you are not required to register again. You will receive an e-mail to notify you that remote participation is available for registration at TIIH Online.

<p>ii. Submit your registration for RPV facilities</p>	<ul style="list-style-type: none"> • Registration is open from Friday, 8 November 2024 until the day of EGM on Tuesday, 3 December 2024. Shareholder(s) or proxy(ies) or corporate representative(s) or attorney(s) are required to pre-register their attendance for the EGM to ascertain their eligibility to participate in the EGM using the RPV. • Login with your user ID (i.e. e-mail address) and password and select the corporate event: "(Registration) DC HEALTHCARE HOLDINGS BERHAD EGM 2024" • Read and agree to the Terms & Conditions and confirm the Declaration. • Select "Register for Remote Participation and Voting". • Review your registration and proceed to register. • System will send an e-mail to notify your registration for remote participation is received and pending verification. • After verification of your registration against the Record of Depositors as at 26 November 2024, you will receive an email notification after 1 December 2024 approving your registration for remote participation and the procedures to use the RPV facilities are detailed therein. In the event your registration is not approved, you will also be notified via email. <i>(Note: Please ensure to allow sufficient time required for the approval as a new user of TIIH Online and registration for RPV facilities.)</i>
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On the EGM Day

Procedure	Action
<p>i. Login to TIIH Online</p>	<ul style="list-style-type: none"> • Login with your user ID and password for remote participation at the EGM at any time from 2:00 p.m. i.e. 60 minutes before the commencement of meeting at 3:00 p.m. on Tuesday, 3 December 2024
<p>ii. Participate through Live Streaming</p>	<ul style="list-style-type: none"> • Select the corporate event: (Live Stream Meeting) DC HEALTHCARE HOLDINGS BERHAD EGM 2024 to engage in the proceedings of the EGM remotely. • If you have any question for the Chairman/Board, you may use the query box to transmit your question. The Chairman/Board will try to respond to questions submitted by remote participants during the EGM. If there is a time constraint, the responses will be e-mailed to you at the earliest possible, after the meeting.
<p>iii. Online remote voting</p>	<ul style="list-style-type: none"> • Voting session commences from 3:00 p.m. on Tuesday, 3 December 2024 until a time when the Chairman announces the end of the session. • Select the corporate event: (Remote Voting) DC HEALTHCARE HOLDINGS BERHAD EGM 2024 or if you are on the live stream meeting page, you can select "GO TO REMOTE VOTING PAGE" button below the Query Box. • Read and agree to the Terms & Conditions and confirm the Declaration. • Select the CDS account that represents your shareholdings. • Indicate your votes for the resolutions that are tabled for voting. • Confirm and submit your votes.
<p>v. End of remote participation</p>	<ul style="list-style-type: none"> • Upon the announcement by the Chairman on the conclusion of the EGM, the Live Streaming will end.

Note to users of the RPV facilities:

- (i) Should your registration for RPV facilities be approved, we will make available to you the rights to join the live stream meeting and to vote remotely. Your login to TIIH Online on the day of meeting will indicate your presence at the virtual meeting.
- (ii) The quality of your connection to the live broadcast is dependent on the bandwidth and stability of the internet at your location and the device you use.
- (iii) In the event you encounter any issues with logging-in, connection to the live stream meeting or online voting on the meeting day, kindly call Tricor Help Line at 011-40805616 / 011-40803168

/ 011-40803169/ 011-40803170 for assistance or e-mail to tiih.online@vistra.com for assistance.

APPOINTMENT OF PROXY OR ATTORNEY OR CORPORATE REPRESENTATIVE

- Only members whose names appear on the Record of Depositors as at 26 November 2024 shall be eligible to attend, speak and vote at the EGM or appoint a proxy(ies) and/or the Chairman of the Meeting to attend and vote on his/her behalf.
- In view that the EGM will be conducted on a virtual basis, a member can appoint the Chairman of the Meeting as his/her proxy and indicate the voting instruction in the Form of Proxy.
- If you wish to participate in the EGM yourself, please do not submit any Form of Proxy for the EGM. You will not be allowed to participate in the EGM together with a proxy appointed by you.
- Accordingly, proxy forms and/or documents relating to the appointment of proxy/corporate representative/attorney for the EGM shall be deposited or submitted by hand or post to the office of the Share Registrar, Tricor Investor & Issuing House Services Sdn Bhd at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur not later than **Sunday, 1 December 2024 at 3:00 p.m.**
- Please ensure ALL the particulars as required in the proxy form are completed, signed and dated accordingly.
- Any authority pursuant to which such an appointment is made by a power of attorney must be deposited with Tricor's Office or Customer Service Centre no later than **Sunday, 1 December 2024 at 3:00 p.m.** to participate via RPV facilities in the EGM. A copy of the power of attorney may be accepted provided that it is notarised in compliance with the applicable legal requirements in the relevant jurisdiction in which it is executed.
- For a corporate member who has appointed a representative, please deposit the ORIGINAL certificate of appointment with Tricor's Office or Customer Service Centre to participate via RPV facilities in the EGM. The certificate of appointment should be executed in the following manner:
 - (i) If the corporate member has a common seal, the certificate of appointment should be executed under seal in accordance with the constitution of the corporate member.
 - (ii) If the corporate member does not have a common seal, the certificate of appointment should be affixed with the rubber stamp of the corporate member (if any) and executed by:
 - a) at least two (2) authorised officers, of whom one shall be a director; or
 - b) any director and/or authorised officers in accordance with the laws of the country under which the corporate member is incorporated.

POLL VOTING

The voting at the EGM will be conducted by poll in accordance with Rule 8.31A of Ace Market Listing Requirements of Bursa Malaysia Securities Berhad. The Company has appointed Tricor as Poll Administrator to conduct the poll by way of electronic voting (e-voting).

Shareholders or proxy(ies) or corporate representative(s) or attorney(s) can proceed to vote on the resolutions at any time from Tuesday, 3 December 2024 at 3:00 p.m. but before the end of the voting session which will be announced by the Chairman of the meeting. Kindly refer to item (e) of the above Procedures for RPV facilities for guidance on how to vote remotely from TIIH Online website at <https://tiih.online>.

Upon completion of the voting session for the EGM, the Scrutineers will verify the poll results followed by the Chairman's declaration whether the resolutions are duly passed.

PRE-MEETING SUBMISSION OF QUESTION TO THE BOARD OF DIRECTORS

Shareholders may submit questions to the Board in advance of the EGM via Tricor's TIIH Online website at <https://tiih.online> by selecting "e-Services" to login, pose questions and submit electronically no later than **Sunday, 1 December 2024 at 3:00 p.m.** The Board will endeavour to answer the questions received at the EGM.

DOOR GIFT/FOOD VOUCHER

There will be no door gifts nor food vouchers for attending the EGM.

NO RECORDING OR PHOTOGRAPHY

Unauthorised recording and photography of the proceedings of EGM are strictly prohibited.

ENQUIRY

If you have any enquiries on the above, please contact Tricor during office hours on Mondays to Fridays from 9.00 a.m. to 5.30 p.m. (except on public holidays):

Tricor Investor & Issuing House Services Sdn. Bhd.

General Line : +603-2783 9299

Fax Number : +603-2783 9222

Email : is.enquiry@vistra.com