



Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the Twenty-First (“**21st**”) 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 Monday, 29 September 2025, at 10.00 a.m. for the following purposes:

AGENDA

As Ordinary Business

- To receive the Audited Financial Statements for the financial year ended 31 March 2025 together with the Reports of the Directors’ and Auditors’ thereon.
- To approve the payment of Directors’ fees and benefit payable to the Directors of the Company of up to RM850,000 from 30 September 2025 until the conclusion of the next AGM to be held in 2026.
- 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) Poh Zuan Yin
(B) Kong Sin Seng
- To re-appoint Messrs Crowe Malaysia PLT as Auditors of the Company and to authorise the Directors to fix their remuneration.

Please refer to Explanatory Note 1
Ordinary Resolution 1

Ordinary Resolution 2
Ordinary Resolution 3

Ordinary Resolution 4

As Special Business

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

- AUTHORITY TO ALLOT AND ISSUE SHARES BY THE DIRECTORS AND WAIVER OF PRE-EMPTIVE RIGHTS PURSUANT TO THE COMPANIES ACT 2016**

Ordinary Resolution 5

“THAT pursuant to Sections 75 and 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 pursuant to Section 85 of the Act, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company to be offered new shares of the Company ranking equally to the existing issued Company’s shares arising from any issuance of new Company’s shares pursuant to Section 75 and 76 of the Act.

THAT the Directors be and are hereby empowered to obtain the approval for the listing of and quotation for the additional shares to be issued on Bursa Malaysia Securities Berhad and THAT such authority shall continue to be in force until the conclusion of the next AGM of the Company.”

- AUTHORITY FOR ENCIK MOHD KHASAN BIN AHMAD TO CONTINUE IN OFFICE AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR**

Ordinary Resolution 6

“THAT approval be and is hereby given to Encik Mohd Khasan bin Ahmad who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to act as an Independent Non-Executive Director 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 Act.

By Order of the Board

CHIN WAI YI (MAICSA7069789) (SSM PC NO.: 202008004409)
LIM ZHI XUAN (MAICSA 7076624) (SSM PC NO.: 202408000432)

Company Secretaries

Kuala Lumpur
7 August 2025

Notes:-

- 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 11th 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.
- In respect of deposited securities, only members whose names appear on the Record of Depositors on 22 September 2025 (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 27 September 2025, 10.00 a.m.

Explanatory Notes:-

- Item 1 of the agenda**

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**.

- Item 3(A) and 3(B) of the agenda**

The Nomination Committee (“**NC**”) have considered the performance and contribution of each of the retiring Directors. Based on the results of the Board Evaluation conducted for the financial year ended 31 March 2025, the performance of each of the retiring Directors was found to be satisfactory. In addition, each of the retiring Directors had provided their annual declaration/confirmation on their fitness and propriety as well as independence, where applicable.

Based on the recommendation of the NC, the Board supports the re-election of the Directors based on the following justifications:

Poh Zuan Yin : Poh Zuan Yin fulfils the requirements of independence set out in Listing Requirements of Bursa Securities. She remains objective and independent in expressing her view and participating in Board’s deliberations and decision-making process.

Poh Zuan Yin has exercised her due care and carried out her professional duties proficiently during his tenure as Independent Non-Executive Director of the Company.

Kong Sin Seng : Kong Sin Seng fulfils the requirements of independence set out in Listing Requirements of Bursa Securities. He remains objective and independent in expressing his view and participating in Board’s deliberations and decision-making process.

Kong Sin Seng has exercised his due care and carried out his professional duties proficiently during his tenure as Independent Non-Executive Director of the Company.

- Item 5 of the agenda**

The Company had, during its Twentieth AGM held on 27 September 2024, 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 of the general mandate for the issuance of shares by the Company under Sections 75 and 76 of the Act. The mandate, if passed, will provide flexibility for the Company and empower the Directors to allot and issue new shares speedily in the Company up to an amount not exceeding in total ten per centum (10%) of the total issued shares/ total number of voting shares of the Company capital for such purpose as the Directors consider would be in the interest of the Company. This would eliminate any delay arising from and cost involved in convening a general meeting to obtain approval of the shareholders for such issuance of shares. This authority, unless revoked or varied by the Company at a general meeting, will expire at the next AGM. The authority will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for purpose of funding investment project(s) and/or working capital.

The waiver of pre-emptive rights pursuant to Section 85 of the Act 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.

- Item 6 of the agenda**

The Board of Directors applied Practice 5.3 of the Malaysian Code on Corporate Governance (“**MCCG**”) and seek the shareholders’ approval to continue retain Encik Mohd Khasan bin Ahmad who has served as Independent Non-Executive Director of the Company for a cumulative term of office of more than Nine (9) years through a two-tier voting process at this AGM.

The Board through the NC had conducted an annual evaluation on the independence of Encik Mohd Khasan bin Ahmad and determined that Encik Mohd Khasan bin Ahmad is fair and impartial in carrying out his duties to the Company. As Director, he continues to bring independent and objective judgements to Board deliberations and decision-making process as a whole. Encik Mohd Khasan bin Ahmad also has vast and diverse range of experiences and brings the right mix of skills to the Board. The Board therefore, endorsed the NC’s recommendation for Encik Mohd Khasan bin Ahmad to be retained as Independent Non-Executive Director of the Company based on the following justifications:

- Encik Mohd Khasan bin Ahmad has fulfilled the criteria under the definition of Independent Director as stated in the Main Market Listing Requirements of Bursa Securities, and hence, he would be able to provide an element of objectivity, independent judgement and balance to the Board;
- His length of services on the Board of more than Nine (9) years does not in any way interfere with his exercise of objective judgement or their ability to act in the best interests of the Company and Group. In fact, Encik Mohd Khasan bin Ahmad, has been with the Company for more than Nine (9) years, is familiar with the Group’s business operations and have devoted sufficient time and commitment to his role and responsibilities as an Independent Director for informed and balance decision making; and
- He has exercised due care during his tenures as Independent Director of the Company and has discharged his duties with reasonable skill and competence, bringing independent judgement and depth into the Board’s decision making in the interest of the Company and its shareholders.

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.