

NOTICE OF SECOND ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Second Annual General Meeting (“2nd AGM”) of DC Healthcare Holdings Berhad (“DC Healthcare” or the “Company”) will be conducted on a virtual basis via Remote Participation and Voting facilities provided by Tricor Investor & Issuing House Services Sdn Bhd (“TIIH”) via TIIH Online website at <https://tiih.online> on Tuesday, 11 June 2024 at 11.00 a.m. or at any adjournment for the transaction of the following businesses:

AGENDA

As Ordinary Business

1. To receive the Audited Financial Statements for the financial year ended 31 December 2023 together with the Reports of the Directors and Auditors thereon. *(Please refer to Explanatory Note 1 on Ordinary Business)*
2. To re-elect the following Directors who shall retire by rotation pursuant to Clause 106(1) of the Company’s Constitution and being eligible, have offered themselves for re-election.
 - a) Datuk Dr. Mohd Noor Bin Awang *Ordinary Resolution 1*
 - b) Dr. Chong Tze Sheng *Ordinary Resolution 2*
3. To approve the ratification of additional payment of Directors’ fees and benefits payable to the Directors up to RM154,500.00 which was in excess of the earlier approved of RM396,500.00 for the period commencing from 1 January 2023 until the conclusion of the 2nd AGM of the Company. *Ordinary Resolution 3*
4. To approve the Directors’ fees and other benefits payable up to RM500,000.00 to be divided amongst Non-Executive Directors of the Company for the period commencing from the conclusion of the 2nd AGM of the Company until the conclusion of the next AGM of the Company in the year 2025. *Ordinary Resolution 4*
5. To re-appoint Messrs. Moore Stephens Associates PLT as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. *Ordinary Resolution 5*

As Special Business

To consider and if thought fit, to pass the following resolutions, with or without modifications:

6. **AUTHORITY TO ALLOT AND ISSUE SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT, 2016** *Ordinary Resolution 6*

“THAT approval be and is hereby given to waive the statutory pre-emptive rights to be offered new shares ranking equally to the existing issued shares of the Company pursuant to Section 85 of the Companies Act, 2016 (“CA 2016”) read together with Clause 61 of the Company’s Constitution.

THAT pursuant to Sections 75 and 76 of CA 2016 and subject to the approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby empowered to issue shares in the capital of the Company from time to time 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 issued pursuant to this resolution does not exceed 10% of the total number of issued shares of the Company or such higher percentage as Bursa Malaysia Securities Berhad (“Bursa Securities”) allowed for the time being and that the Directors be and are hereby also empowered to obtain approval from Bursa Securities for the listing and quotation of the additional shares so issued and that such authority shall continue to be in force until the conclusion of the next AGM of the Company.”

6. To transact any other business of the Company of which due notice shall have been given in accordance with the Company’s Constitution and the CA 2016.

Notice of Second Annual General Meeting (Cont'd)

By Order of the Board
DC HEALTHCARE HOLDINGS BERHAD

TAN TONG LANG (MAICSA 7045482/ 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
30 April 2024

Notes:-

1. A member of the Company who is entitled to attend, speak, and vote at this 2nd AGM may appoint a proxy to attend, speak and vote on his(her) behalf. A proxy may but need not be a member of the Company. 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.
2. A member (other than an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 entitled to attend and vote at the meeting is entitled to appoint a maximum of 2 proxies to attend, participate, speak and vote on his/her behalf.
3. Where a member of the Company is an exempt authorised nominee which holds shares in the Company for multiple beneficial owners in one securities account ("**omnibus account**") as defined under the Securities Industry (Central Depositories) Act 1991, one (1) or more proxies may be appointed to attend on the same occasion. Where a member appoints two (2) or more proxies, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies. The appointment of two (2) or more proxies shall not be valid unless he/she specifies the proportions of his/her holdings to be represented by each proxy.
4. The Proxy Form shall be signed by the appointer or his/her attorney duly authorised in writing or, if the member is a corporation, must be executed under its common seal or by its duly authorised attorney or officer.
5. The instrument appointing a proxy and power of attorney or other authority (if any) under which it is signed, or a certified copy of such power of attorney by a notary public, shall be deposited at Share Registrar of the Company at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia 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 or by electronic appointment via TIIH Online at <https://tiih.online> not less than forty-eight (48) hours before the time appointed for holdings the 2nd AGM or adjourned general meeting at which the person named in the instrument, proposes to vote. Please refer to the Administrative Guide for the 2nd AGM for further information on electronic submission.
6. For the purpose of determining who shall be entitled to attend this meeting, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to make available a Record of Depositors as at 4 June 2024 and only Members whose names appear on such Record of Depositors shall be entitled to attend, speak and vote at this meeting and entitled to appoint proxy or proxies.
7. Pursuant to Rule 8.31A(1) of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, all the resolutions set out in the Notice of the 2nd AGM will be put to vote by way of poll.

Notice of Second Annual General Meeting (Cont'd)

Personal data privacy:

*By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the 2nd AGM 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 2nd AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the 2nd AGM (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.*

Explanatory Notes:-

1. Item 1 of the Agenda

Agenda item no. 1 is meant for discussion only as the provisions of Section 340 of the CA 2016, it 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. Items 2 of the Agenda

The Board of Directors have considered the eligibility and contribution of each of the retiring Directors and have also assessed the independence of the Independent Non-Executive Directors seeking for re-election.

Based on the evaluation conducted on each of the retiring Directors, it 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.

The Board recommended that the Directors who retire in accordance with Clause 106(1) of the Constitution namely Datuk Dr. Mohd Noor Bin Awang and Dr. Chong Tze Sheng are eligible to stand for re-election.

3. Item 3 of the Agenda

At the First AGM of the Company held on 9 June 2023, the shareholders of the Company approved RM396,500.00 as a total Directors' Fee payable to the Directors of the Company for the period commencing from 1 January 2023 until the conclusion of the next AGM of the Company in the year 2024.

The total Directors' Fees and benefit payable incurred amounting to RM551,000.00. The request for the additional amount of RM154,500.00 in excess of RM396,500.00 is required due to the Company incurred additional Directors' Fees and benefits payable resulting from the additional meeting allowance incurred during the financial year ended 2023 ("FYE 2023").

4. Item 4 of the Agenda

Section 230(1) of the CA 2016 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 agreed that the shareholders' approval shall be sought at the 2nd AGM on the Directors' remuneration.

In determining the estimated total amount of Directors' Meeting Allowance, the Board has considered various factors, among others, the estimated claimable Directors' Meeting Allowance and estimated number of meetings for the Board and Board Committees held for the period commencing from the conclusion of the 2nd AGM until the next AGM of the Company.

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The exact amounts which are receivable by each individual Non-Executive Directors are provided in Note of the Audited Financial Statements for the FYE 2023.

In the event the proposed amount is insufficient (e.g., due to more meetings or enlarged Board size), approval will be sought at the next AGM for additional fees to meet the shortfall.

Any Non-Executive Directors who are shareholders of the Company will abstain from voting on Resolutions 4 concerning remuneration to the Directors at the 2nd AGM.

5. Item 5 of the Agenda

The Board, through the Audit and Risk Management Committee had reviewed and was satisfied with the performance and independence of Messrs. Moore Stephens Associates PLT (“Moore Stephens”) during the financial year under review. The Board has therefore recommended the re-appointment of Moore Stephens as external auditors of the Company for the financial year ending 31 December 2024.

6. Item 6 of the Agenda

The Ordinary Resolution 6, if passed, will give flexibility to the Directors of the Company to issue shares and allot up to a maximum of 10% of the total number of issued DC Healthcare’s Shares at the time of such allotment and issuance of DC Healthcare’s Shares and for such purposes as they consider would be in the best interest of the Company without having to convene separate general meetings. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company.

The rationale for this resolution is to eliminate the need to convene general meeting(s) from time to time to seek shareholders’ approval as and when the Company issues new DC Healthcare’s Shares for future business opportunities for the purpose of funding investment project(s), working capital and/or acquisitions and thereby reducing administrative time and cost with the convening of such meeting(s).

Pursuant to Section 85 of the CA 2016 read together with Clause 61 of the Company’s Constitution, shareholders have pre-emptive rights to be offered any new shares in the Company which rank equally to the existing issued shares in the Company or other convertible shares.

Section 85(1) of the CA 2016 provides as follows:

“85. Pre-emptive rights to new shares

- 1. Subject to the Constitution, where a company issue shares which rank equally to existing shares as to voting or distribution rights, those shares shall first be offered to the holders of existing shares in a manner which would, if the offer were accepted, maintain the relative voting and distribution rights of those shareholders.*

Clause 61 of the Company’s Constitution provides as follows:

“61. Subject to any direction to the contrary that may be given by the Company in a general meeting, all new shares or other convertible securities shall, before they are issued, be offered to such persons as at the date of the offer are entitled to receive notices from the Company of general meetings in proportion, as nearly as the circumstances admit, to the amount of the existing shares or Securities to which they are entitled. The offer shall be made by notice specifying the number of shares or Securities offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and, after the expiration of that time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares or Securities offered, the Directors may dispose of those shares or Securities in such manner as they think most beneficial to the Company. The Directors may likewise also dispose of any new shares or Securities which (by reason of the ratio which the new shares or Securities bear to the shares or Securities held by persons entitled to an offer of new shares or Securities) cannot, in the opinion of the Directors, be conveniently offered under this Clause.

The proposed Ordinary Resolution, if passed, will exclude your pre-emptive right to be offered new shares and/or convertible securities to be issued by the Company pursuant to the said Ordinary Resolution.

STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

(Pursuant to Rule 8.29(2) of ACE Market Listing Requirements of Bursa Securities)

1. The Directors who are seeking for re-election as Directors of the Company at the 2nd AGM of the Company are:-
 - a) Datuk Dr. Mohd Noor Bin Awang (Clause 106(1))
 - b) Dr. Chong Tze Sheng (Clause 106(1))

The profile of the retiring Directors is set out in the Directors' Profile of the Annual Report 2023.

2. The detailed information relating to general mandate for issue of securities pursuant to Rule 6.04(3) of the Listing Requirements of Bursa Securities are set out under Explanatory Notes for Ordinary Resolution 6 of the Notice of 2nd AGM of the Company.