



## LAC MED BERHAD

Registration No. 202401049485 (1595329H)  
(Incorporated in Malaysia) ("the Company")

# Notice of First Annual General Meeting

**NOTICE IS HEREBY GIVEN** that the First Annual General Meeting ("**1st AGM**") of LAC Med Berhad ("**LAC**" or "**Company**") will be held at Greens III, Sports Wing, Jalan Kelab Tropicana, Tropicana Golf and Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan on **Monday, 18 May 2026 at 10.00 a.m.**, to transact the following businesses:

## AGENDA

### AS ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 31 December 2025 together with the Reports of the Directors and Auditors thereon. *(Please refer to Explanatory Note 1)*
2. To approve the payment of Directors' fees up to an amount of RM350,000.00 for the period from 19 May 2026 until the next Annual General Meeting of the Company to be held in 2027. **Ordinary Resolution 1**  
*(Please refer to Explanatory Note 2)*
3. To approve the payment of Directors' benefits up to an amount of RM151,000.00 for the period from 19 May 2026 until the next Annual General Meeting of the Company to be held in 2027. **Ordinary Resolution 2**  
*(Please refer to Explanatory Note 2)*
4. To re-elect the following Directors who are retiring by rotation in accordance with Clause 78 of the Constitution of the Company and, who being eligible, offer themselves for re-election:
  - (a) Mr Liew Yoon Kit
  - (b) Mr Liew Yoon Poh
  - (c) Dato' Ng Wan Peng
  - (d) Mr Goh Teck Hong
  - (e) Mr Chan Yue Mun
  - (f) Ms Lim Su May**Ordinary Resolution 3**  
**Ordinary Resolution 4**  
**Ordinary Resolution 5**  
**Ordinary Resolution 6**  
**Ordinary Resolution 7**  
**Ordinary Resolution 8**  
*(Please refer to Explanatory Note 3)*
5. To re-appoint Crowe Malaysia PLT as Auditors of the Company for the financial year ending 31 December 2026 and to authorise the Directors to fix their remuneration. **Ordinary Resolution 9**  
*(Please refer to Explanatory Note 4)*

### AS SPECIAL BUSINESS

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

6. **ORDINARY RESOLUTION**  
**PROPOSED SHAREHOLDERS' RATIFICATION FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE AND PROPOSED NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE**

"THAT subject to the provisions of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the Company and its subsidiaries (collectively, the "Group") be and are hereby authorised to enter into and give effect to all recurrent related party transactions of a revenue or trading nature as set out in Section 2.5 of the Circular to Shareholders of the Company dated 17 April 2026 with the related parties mentioned therein, provided that such transactions are:-

**Ordinary Resolution 10**  
*(Please refer to Explanatory Note 5)*



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- (i) necessary for the day-to-day operations;
- (ii) undertaken in the ordinary course of business on an arm’s length basis and on normal commercial terms and transaction prices which are not more favourable to the Related Parties than those generally available to and/or from the public; and
- (iii) not detrimental to the minority shareholders of Company.

THAT such authority shall continue to be in force until -

- (i) the conclusion of the next Annual General Meeting (“AGM”) of the Company following the general meeting at which such mandate is passed, at which time it will lapse, unless by an ordinary resolution passed at such general meeting, the authority is renewed;
- (ii) the expiration of the period within which the next AGM of the Company after that date is required to be held pursuant to Section 340(2) of the Companies Act 2016 (“the Act”) (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (iii) revoked or varied by an ordinary resolution passed by the shareholders of the Company at a general meeting,

whichever is earlier.

THAT all recurrent related party transactions entered into by the related parties from 10 December 2025, being the date of listing of the Company on the Main Market of Bursa Malaysia Securities Berhad, up to the date of this ordinary resolution, particulars of which are set out in Section 2.5 of the Circular to Shareholders of the Company dated 17 April 2026, be and are hereby approved, confirmed and ratified.

AND THAT the Directors of the Company be and are hereby authorised to do all such acts and things (including executing all such documents as may be required) as they may deemed fit and expedient in the interest of the Company or necessary to give full effect to the transactions contemplated and/or authorised by this ordinary resolution.”

### 7. **ORDINARY RESOLUTION AUTHORITY TO ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016**

“THAT subject always to the Companies Act 2016 (“the Act”), the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”) and the approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby empowered, pursuant to Sections 75 and 76 of the Act, to allot shares in the Company from time to time at such price, 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 Ordinary Resolution does not exceed 10% of the total number of issued shares (excluding treasury shares) of the Company for the time being AND THAT the Directors be and are also empowered to obtain the approval from Bursa Securities for the listing of and quotation for the additional shares so issued on the Bursa Securities AND FURTHER THAT such authority shall continue to be in force until the conclusion of the next Annual General Meeting (“AGM”) of the Company, or at the expiry of the period within which the next AGM is required to be held after the approval was given, whichever is earlier, unless revoked or varied by an ordinary resolution of the Company at a general meeting.”

**Ordinary Resolution 11**  
*(Please refer to Explanatory  
Note 6)*

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8. To transact any other business of which due notice shall have been given in accordance with the Companies Act 2016 and the Constitution of the Company.

**BY ORDER OF THE BOARD****REBECCA KONG SAY TSUI (SSM PC NO. 202008001003) (MAICSA 7039304)****YENG SHI MEI (SSM PC NO. 202008001282) (MAICSA 7059759)**

Company Secretaries

Selangor Darul Ehsan

17 April 2026

**NOTES:-**

1. *For the purpose of determining who shall be entitled to attend this 1st AGM, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to make available to the Company, the **Record of Depositors as at 8 May 2026**. Only a member whose name appears on this Record of Depositors shall be entitled to attend this 1st AGM or appoint a proxy to attend, speak and vote (collectively, "participate") on his/her/its behalf.*
2. *A member who is entitled to participate in this 1st AGM is entitled to appoint a proxy or attorney or in the case of a corporation, to appoint a duly authorised representative to participate in his/her place. A proxy may but need not be a member of the Company.*
3. *A member of the Company who is entitled to attend and vote at a general meeting of the Company may appoint not more than two (2) proxies to participate instead of the member at the AGM.*
4. *If two (2) proxies are appointed, the entitlement of those proxies to vote on a show of hands shall be in accordance with the Main Market Listing Requirements ("MMLR") of Bursa Malaysia Securities Berhad ("Bursa Securities").*
5. *Where a member of the Company is an authorised nominee as defined in the Securities Industry (Central Depositories) Act 1991 ("Central Depositories Act"), it may appoint not more than two (2) proxies in respect of each securities account it holds in ordinary shares of the Company standing to the credit of the said securities account.*
6. *Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one 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 Central Depositories Act which is exempted from compliance with the provisions of Section 25A(1) of the Central Depositories Act.*
7. *Where a member appoints more than one (1) proxy, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.*
8. *The appointment of a proxy may be made in a hard copy form or by electronic means in the following manner and must be received by the Company not less than forty-eight (48) hours before the time appointed for holding the AGM or adjourned general meeting at which the person named in the appointment proposes to vote:*

(i) *In hard copy form*

*In the case of an appointment made in hard copy form, the proxy form must be deposited with the Share Registrar of the Company, AscendServ Capital Markets Services Sdn. Bhd.'s office at Office Suite No. 603 Block C, Pusat Dagangan Phileo Damansara 1, No. 9, Jalan 16/11, Off Jalan Damansara, 46350 Petaling Jaya, Selangor Darul Ehsan, Malaysia.*

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(ii) By electronic means

The proxy form can be electronically lodged with the Share Registrar of the Company via **Dvote Online** website at <https://www.dvote.my>.

Kindly refer to the Administrative Details for the AGM on the procedures for electronic lodgement of proxy form.

9. Please ensure ALL the particulars as required in the proxy form are completed, signed and dated accordingly.
10. Last date and time for lodging the proxy form is **Saturday, 16 May 2026 at 10.00 a.m.**
11. Please bring an **ORIGINAL** of the following identification papers (where applicable) and present it to the registration staff for verification:
  - (i) Identity card (NRIC) (Malaysian); or
  - (ii) Police report (for loss of NRIC) / Temporary NRIC (Malaysian); or
  - (iii) Passport (Foreigner).
12. Any authority pursuant to which such an appointment is made by a power of attorney must be deposited at the Registered Office of the Company situated at Office Suite No. 603 Block C, Pusat Dagangan Phileo Damansara 1, No. 9, Jalan 16/11, Off Jalan Damansara, 46350 Petaling Jaya, Selangor Darul Ehsan, Malaysia not less than forty-eight (48) hours before the time appointed for holding the AGM or adjourned general meeting at which the person named in the appointment proposes to vote. A copy of the power of attorney may be accepted provided that it is certified notarially and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.
13. For a corporate member who has appointed an authorised representative, please deposit the **ORIGINAL** certificate of appointment of authorised representative at the Registered Office of the Company situated at Office Suite No. 603 Block C, Pusat Dagangan Phileo Damansara 1, No. 9, Jalan 16/11, Off Jalan Damansara, 46350 Petaling Jaya, Selangor Darul Ehsan, Malaysia. The certificate of appointment of authorised representative should be executed in the following manner:
  - (i) If the corporate member has a common seal, the certificate of appointment of authorised representative 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 of authorised representative 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.

### Explanatory Notes:

#### Ordinary Business

1. **Item 1 of the Agenda - Audited Financial Statements for the financial year ended 31 December 2025**

This item is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act 2016 ("**the Act**") does not require a formal approval from the shareholders for the Audited Financial Statements. Hence, this item on the Agenda will not be put forward for voting by shareholders of the Company.

2. **Ordinary Resolutions 1 and 2 – Payment of Directors' fees and Benefits**

Pursuant to Section 230(1) of the Act, the fees of the directors and any benefits payable to the directors shall be approved at a general meeting.

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*On 27 February 2026, the Nomination and Remuneration Committee had reviewed Directors’ fees and benefits for the Independent Non-Executive Directors for the period from 19 May 2026 until the next Annual General Meeting of the Company to be held in 2027, taking into consideration the market trends for similar positions, time commitment and responsibilities of the respective Directors.*

*The proposed Ordinary Resolution 1, if passed, will give authority to the Company to pay the Directors’ fees for the period from 19 May 2026 until the next Annual General Meeting of the Company to be held in 2027 as and when their services are rendered.*

*The proposed Ordinary Resolution 2 is to facilitate the payment of Directors’ benefits for the period from 19 May 2026 until the next Annual General Meeting of the Company to be held in 2027. Directors’ benefits include meeting allowances and other emoluments payable to the Directors and in determining the estimated total, the Board of Directors (“Board”) had considered various factors including the number of scheduled meetings for the Board and Board Committees meetings.*

*The proposed structure of the Directors’ benefits for the period from 19 May 2026 until the next Annual General Meeting of the Company to be held in 2027 is as follows:*

<b>Type of Benefits</b>	<b>Amount</b>
<b>Meeting Allowance</b>	RM2,000.00 per meeting
<b>Directors’ &amp; Officers’ Liability Insurance Premium</b>	RM3,000.00

*Payment of the Directors’ benefits will be made by the Company to the respective Directors as and when incurred if the proposed Ordinary Resolution 2 is passed by the shareholders at the 1st AGM.*

*In the event that the Directors’ fees and benefits proposed are insufficient, approval will be sought at the next Annual General Meeting for additional fees to meet the shortfall.*

3. **Ordinary Resolutions 3 to 8 – Re-election of Directors who retire in accordance with Clause 78 of the Constitution of the Company**

*Mr Liew Yoon Kit, Mr Liew Yoon Poh, Dato’ Ng Wan Peng, Mr Goh Teck Hong, Mr Chan Yue Mun and Ms Lim Su May are standing for re-election as Directors of the Company and being eligible, have offered themselves for re-election at the 1st AGM.*

*Pursuant to Practice 5.7 of the Malaysian Code on Corporate Governance, the profiles of the Directors are set out on pages 15 to 20 of the Annual Report 2025. For the purpose of determining the eligibility of the Directors to stand for re-election at the 1st AGM, the Board had via its Nomination and Remuneration Committee (“NRC”), considered, assessed and deliberated on the suitability of the said Directors to be re-elected as Directors of the Company based on the assessment on fit and proper. Based on the recommendation of NRC, the Board supports the re-election of the aforementioned Directors with the following justifications:*

**Ordinary Resolution 3: Re-election of Mr Liew Yoon Kit as Non-Independent Non-Executive Chairman**

*Mr Liew Yoon Kit remains objective in expressing his views and participating in Board deliberations and decision-making.*

*He has extensive entrepreneurial and industry experience in the Information and Communications Technology (“ICT”) sector, particularly in distribution, infrastructure and digital solutions, and is able to provide the Board with a diverse set of expertise and perspective.*

*He is responsible for leading the Board in adopting good corporate governance practices and guiding the Board in fulfilling its duties to improve the overall efficiency.*

*He has exercised his due care and carried out his professional duties proficiently as Non-Independent Non-Executive Chairman of the Company.*



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### **Ordinary Resolution 4: Re-election of Mr Liew Yoon Poh as Group Chief Executive Officer**

*Mr Liew Yoon Poh remains objective in expressing his view and managing the daily operations of the Group efficiently.*

*He has extensive experience in business development, sales and marketing, and leadership within the healthcare and medical distribution sector. He is responsible for steering the Group's overall direction and the formulation of business development strategies to ensure sustainability and growth of the business.*

*He has exercised his due care and carried out his professional duties proficiently as Group Chief Executive Officer of the Group.*

### **Ordinary Resolution 5: Re-election of Dato' Ng Wan Peng as Senior Independent Non-Executive Director**

*Dato' Ng Wan Peng fulfils the requirements of independence set out in Practice Note 13 of the Main Market Listing Requirements of Bursa Securities ("MMLR"). She remains objective and independent in expressing her views and participating in Board deliberations and decision-making.*

*She has extensive experience in ICT, digital transformation, and strategic leadership across both the private and public sectors, and is able to provide the Board with a diverse set of expertise and perspective.*

*She has exercised her due care and carried out her professional duties as the Senior Independent Non-Executive Director of the Company.*

### **Ordinary Resolution 6: Re-election of Mr Goh Teck Hong as Independent Non-Executive Director**

*Mr Goh Teck Hong fulfils the requirements of independence set out in Practice Note 13 of the MMLR. He remains objective and independent in expressing his views and participating in Board deliberations and decision-making.*

*He has extensive experience in corporate finance, investment banking, and Islamic finance, with a strong track record in mergers and acquisitions, fundraising, and strategic advisory, and is able to provide the Board with a diverse set of expertise and perspective.*

*He has exercised his due care and carried out his professional duties proficiently as an Independent Non-Executive Director of the Company.*

### **Ordinary Resolution 7: Re-election of Mr Chan Yue Mun as Non-Independent Non-Executive Director**

*Mr Chan Yue Mun remains objective in expressing his views and participating in Board deliberations and decision-making.*

*He has extensive experience in finance, credit management, and business operations, with a strong background in the financial services and ICT sectors.*

*He has exercised his due care and carried out his professional duties proficiently as a Non-Independent Non-Executive Director of the Company.*

### **Ordinary Resolution 8: Re-election of Ms Lim Su May as Independent Non-Executive Director**

*Ms Lim Su May fulfils the requirements of independence set out in Practice Note 13 of the MMLR. She remains objective and independent in expressing her views and participating in Board deliberations and decision-making.*

*She has extensive experience in investment banking, corporate finance, and capital markets, with a strong track record in equity and debt fundraising, strategic planning, and market development, and is able to provide the Board with a diverse set of expertise and perspective.*



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*She has exercised her due care and carried out her professional duties proficiently as an Independent Non-Executive Director of the Company.*

*Based on the above, the Board collectively agreed that the Directors had met the criteria as prescribed by Paragraph 2.20A of MMLR on character, experience, integrity, competence and time commitment to effectively discharge their roles as Directors. The Board was also satisfied with the fit and proper assessment completed by the retiring Directors.*

#### 4. **Ordinary Resolution 9 – Re-appointment of Auditors**

*The Audit and Risk Management Committee ("ARMC") had at its meeting held on 27 February 2026 assessed the suitability and independence of the External Auditors and recommended the re-appointment of Crowe Malaysia PLT as External Auditors of the Company for the financial year ending 31 December 2026. Crowe Malaysia PLT had notified the Company of their intention to seek re-appointment as auditors.*

*The Board has in turn reviewed the recommendation of the ARMC and recommended the same to be tabled to the shareholders for approval at the 1st AGM.*

### **Special Business**

#### 5. **Ordinary Resolution 10 – Proposed Shareholders' Ratification for Recurrent Related Party Transactions of a revenue or trading nature and Proposed New Shareholders' Mandate for Recurrent Related Party Transactions of a revenue or trading nature**

*The proposed Resolution 10, if passed, will empower the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature ("RRPTs"), which are necessary for the day-to-day operations of the Company, subject to the transactions being in the ordinary course of business and are made on an arm's length basis, on normal commercial terms which are not more favourable to the related parties than those generally available to and/or from the public, and are in the Company's opinion, not detrimental to the interest of the minority shareholders of the Company.*

*The proposed shareholders' ratification is sought for RRPTs entered into prior to obtaining the shareholders' mandate, while the proposed new shareholders' mandate will, if approved, enable the Company to continue entering into such RRPTs without the need for separate shareholders' approval for each transaction, provided that the transactions are disclosed in accordance with the relevant regulatory requirements.*

*Please refer to the Circular to Shareholders dated 17 April 2026 for further information.*

#### 6. **Ordinary Resolution 11 – Authority to allot shares pursuant to Sections 75 and 76 of the Act**

*The proposed Ordinary Resolution 11, if passed, will empower the Directors of the Company to issue and allot ordinary shares of the Company from time to time and to grant rights to subscribe for shares in the Company, convert any securities into shares in the Company, or allot shares under an agreement or option or offer, provided that the aggregate number of shares allotted pursuant to this resolution does not exceed 10% of the total number of issued shares (excluding treasury shares) of the Company for the time being ("**Proposed General Mandate**").*

*The authority for the Proposed General Mandate will, unless revoked or varied by the Company in a general meeting, expire at the conclusion of the next AGM or the expiration of the period within which the next AGM is required by law to be held, whichever is earlier.*

*This proposed resolution is a renewal of the previous year's mandate. The mandate is to provide flexibility to the Company to issue new securities without the need to convene separate general meeting to obtain its shareholders' approval so as to avoid incurring additional costs and time.*

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*The purpose of this general mandate, if passed, will enable the Directors to take swift action in case of a need to issue and allot new shares in the Company for fund raising exercise including but not limited to further placement of shares for purpose of funding current and/or future investment projects, working capital, acquisitions and/or for issuance of shares as settlement of purchase consideration, or other circumstances arise which involve grant of rights to subscribe for shares, conversion of any securities into shares, or allotment of shares under an agreement or option or offer, or such other application as the Directors may deem fit in the best interest of the Company.*

*The Company had issued and allotted a total of 399,999,980 ordinary shares pursuant to the mandate granted to the Directors at the Extraordinary General Meeting held on 4 September 2025 as per the details below, before the listing of the Company on the Main Market of Bursa Malaysia Securities Berhad on 10 December 2025 pursuant to the share sale agreements and initial public offering:*

<b><u>Date of allotment</u></b>	<b><u>Issue price per share</u></b>	<b><u>Number of ordinary shares</u></b>
4 September 2025	RM0.15	325,802,380
8 December 2025	RM0.75	74,197,600
		<hr/>
		399,999,980

*As at the date of this notice, there is no decision to issue new shares. Should there be a decision to issue new shares after the general mandate is sought, the Company will make an announcement of the actual purpose and utilisation of proceeds arising from such issuance of shares.*



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## **Statement Accompanying Notice of 1st Annual General Meeting**

(pursuant to Paragraph 8.27 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad)

Authority for Directors to allot Shares pursuant to Sections 75 and 76 of the Companies Act 2016

Kindly refer to Explanatory Note 6 on pages 218 and 219