



APEX HEALTHCARE BERHAD

(Registration No. 199801016979 (473108-T))

(Incorporated in Malaysia)

NOTICE OF TWENTY-SECOND ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty-Second Annual General Meeting (“AGM”) of Apex Healthcare Berhad (“the Company”) will be conducted entirely on a virtual basis at Broadcast Venue at Meeting Room TR12-R02, 12th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia on Thursday, 20th May 2021 at 10:00 a.m., for the following purposes:-

As Ordinary Business

1. To receive the Audited Financial Statements for the financial year ended 31st December 2020 together with the Directors’ and Auditors’ Reports thereon. **(Note 11)**
2. To approve a final single-tier dividend of 2.8 sen per ordinary share for the financial year ended 31st December 2020. **Ordinary Resolution 1**
3. To approve the payment of Directors’ fees of RM535,800 for the financial year ended 31st December 2020. **Ordinary Resolution 2**
4. To re-elect Ms Heng Su-Ling Mae who retires by rotation pursuant to Clause 95 of the Constitution of the Company. **Ordinary Resolution 3**
5. To re-elect Datuk Noharuddin Bin Nordin @ Harun who retires by rotation pursuant to Clause 95 of the Constitution of the Company. **Ordinary Resolution 4**
6. To re-appoint Messrs Ernst & Young PLT as the Auditors of the Company 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:-

7. **AUTHORITY UNDER SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016 FOR THE DIRECTORS TO ALLOT AND ISSUE SHARES** **Ordinary Resolution 6**

“THAT pursuant to Sections 75 and 76 of the Companies Act 2016, and subject to the approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered to issue new shares in the Company at any time, at such price, upon such terms and conditions and for such purposes and to such person or persons whomsoever as the Directors may, in their absolute discretion, deem fit, provided that the aggregate number of shares issued pursuant to this resolution in any one financial year does not exceed 10% of the total number of issued shares of the Company for the time being AND THAT the Directors be and are also empowered to obtain the approval from Bursa Malaysia Securities Berhad for the listing of and quotation for the additional shares so issued AND THAT such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company.”

8. **AUTHORITY FOR MS HENG SU-LING MAE TO CONTINUE IN OFFICE AS AN INDEPENDENT DIRECTOR OF THE COMPANY** **Ordinary Resolution 7**

“THAT, contingent upon the passing of Ordinary Resolution 3, authority be and is hereby given for Ms Heng Su-Ling Mae who has served as an Independent Director of the Company for a cumulative term of more than nine years, to continue to act as an Independent Director of the Company until the conclusion of the next Annual General Meeting, in accordance with the Malaysian Code on Corporate Governance.”

9. **PROPOSED AMENDMENTS TO THE CONSTITUTION OF THE COMPANY** **Special Resolution**

“THAT the Proposed Amendments to the Constitution of the Company, details as set out in the Appendix marked “A” annexed hereto, be and are hereby approved.”

NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

NOTICE IS HEREBY GIVEN THAT a final single-tier dividend of 2.8 sen per ordinary share for the financial year ended 31st December 2020, if approved, will be paid on 16th June 2021. The entitlement date for the payment is 2nd June 2021.

A depositor shall qualify for entitlement only in respect of:-

- (a) Shares transferred into the Depositor’s Securities Accounts before 4:30 p.m. on 2nd June 2021 in respect of transfer; and
- (b) Shares bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

BY ORDER OF THE BOARD

CHIEW WOON WUI

Membership No. : MIA 20586

SSM Practicing Certificate No. : 201908001112

CHAN YOKE PENG

Membership No. : MAICSA 7053966

SSM Practicing Certificate No. : 202008001791

Secretaries

Melaka

21st April 2021

Notes:-

1. As part of the initiatives to curb the spread of COVID-19 and Government of Malaysia’s official guidance on social distancing, the AGM of the Company will be conducted entirely on a virtual basis through live streaming and online remote voting via Remote Participation and Electronic Voting facilities. Please follow the procedures provided in the Administrative Guide for the AGM in order to register, participate and vote remotely.
2. The venue of the AGM is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairman of the meeting to be present at the main venue of the meeting. The venue of the AGM is to inform shareholders where the electronic AGM production and streaming would be conducted from. **NO SHAREHOLDER(S)/ PROXY(IES)** from the public will be allowed to be physically present at the broadcast venue.
3. In respect of deposited securities, only members whose names appear in the Company’s Record of Depositors as at **11th May 2021** shall be eligible to participate and vote at this meeting or appoint proxy(ies) to participate and vote on his/her behalf.

4. A member of the Company who is entitled to participate and vote at this meeting is entitled to appoint not more than two (2) proxies, and in the case of a corporation, a duly authorised representative to participate and vote in its stead.
5. A proxy may but need not be a member of the Company, an advocate, an approved company auditor or a person approved by the Registrar. Where a member appoints more than one (1) proxy, he shall specify the proportions of his shareholdings to be represented by each proxy.
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.
7. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing or if the appointor is a corporation, either under its common seal or under the hand of an officer or attorney duly authorised in writing.
8. The appointment of proxy may be made in a hard copy form or by electronic means, not less than forty-eight (48) hours before the time for holding the AGM or at any adjournment thereof, as follows:-

(i) In hard copy form

The original instrument appointing a proxy ("Proxy Form") must be deposited at the Company's Share Registrar's Office at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia.

(ii) By electronic means

The Proxy Form can also be lodged electronically with the Share Registrar of the Company through Boardroom Smart Investor Online Portal at www.boardroomlimited.my or email to bsr.helpdesk@boardroomlimited.com. Please follow the procedures provided in the Administrative Guide for the AGM in order to deposit the Proxy Form electronically.

9. If you have submitted your Proxy Form(s) and subsequently decide to appoint another person or wish to participate in our electronic AGM by yourself, please write in to bsr.helpdesk@boardroomlimited.com to revoke the earlier appointed proxy forty-eight (48) hours before this meeting.
10. Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all the resolutions set out in the Notice of AGM will be put to vote by way of poll.
11. The Audited Financial Statements is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act 2016 does not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this item on the Agenda is not put forward for voting.
12. EXPLANATORY NOTES ON SPECIAL BUSINESS

(a) Ordinary Resolution 6 – Authority under Sections 75 and 76 of the Companies Act 2016 for the Directors to allot and issue shares

This proposed resolution, if passed, will renew the authority given to the Directors of the Company to allot and issue new shares in the Company at any time, to such person or persons, upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit ("General Mandate"), provided that the number of shares issued pursuant to this General Mandate, when aggregated with the total number of issued shares of any such shares issued during the preceding twelve (12) months, does not exceed 10% of the total number of issued shares of the Company at the time of issue. This renewed General Mandate, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM of the Company.

The General Mandate procured and approved in the preceding year 2020 which was not exercised by the Company during the year, will expire at the forthcoming Twenty-Second AGM of the Company.

With this renewed General Mandate, the Company will be able to raise funds expeditiously for the purpose of funding future investment, working capital and/or acquisition(s) without having to convene a general meeting to seek shareholders' approval when such opportunities or needs arise.

(b) Ordinary Resolution 7 – Authority for Ms Heng Su-Ling Mae to continue in office as Independent Director

Ms Heng Su-Ling Mae (“Ms Heng”) was appointed as an Independent Non-Executive Director of the Company on 20th November 2008 and has served for a cumulative term of more than nine (9) years prescribed by the Malaysian Code on Corporate Governance (“MCCG”). In accordance with the MCCG, the Nomination Committee and the Board of Directors of the Company, after having assessed the independence of Ms Heng, consider her to be independent based on amongst others, the following justifications and recommend that Ms Heng be retained as an Independent Director of the Company:-

- (i) She has confirmed and declared that she is an Independent Director as defined under Paragraph 1.01 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad;
- (ii) She does not have any conflict of interest with the Company and has not been entering/is not expected to enter into contract(s) especially material contract(s) with the Company and/or its subsidiary companies;
- (iii) She is currently not sitting on the board of any other public and/or private companies having the same nature of business as that of the Company and its subsidiary companies; and
- (iv) The Board of Directors of the Company is of the opinion that Ms Heng is an important Independent Non-Executive Director in view of her many years on the Board with incumbent knowledge of the Company and the Group’s activities and corporate history and has provided invaluable contributions to the Board in her role as an Independent Non-Executive Director.

Pursuant to the MCCG, the Company would adopt a two-tier voting process in seeking annual shareholders’ approval to retain an Independent Director beyond twelve (12) years.

(c) Special Resolution – Proposed Amendments to the Constitution of the Company

The proposed Special Resolution, if passed, will provide more flexibility for the Company as well as to enhance administrative efficiency and provide greater clarity and consistency throughout.

Personal data privacy:-

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

APPENDIX MARKED “A” REFERRED TO IN NOTICE OF TWENTY-SECOND AGM OF THE COMPANY DATED 21ST APRIL 2021

Rationale for the Proposed Amendments to the Constitution is to provide more flexibility for the Company as well as to enhance administrative efficiency and provide greater clarity and consistency throughout.

DETAILS OF PROPOSED AMENDMENTS:-

- By amending Clause 8 of the Constitution by amending definition of words as follows:-

Existing Provisions		Proposed Amendments	
Bursa Depository	Bursa Malaysia Depository Sdn. Bhd. (Company No. 165570-W) including any further change of name.	Bursa Depository	Bursa Malaysia Depository Sdn. Bhd. {Company No. 165570-W} including any further change of name.
Company	Apex Healthcare Berhad (Company No. 473108-T).	Company	Apex Healthcare Berhad {Company No. 473108-T} .
Exchange	Bursa Malaysia Securities Berhad (Company No. 635998-W) and/or any other Exchange on which the Company is listed.	Exchange	Bursa Malaysia Securities Berhad {Company No. 635998-W} and/or any other Exchange on which the Company is listed.

- By amending Clause 10(d) of the Constitution of the Company as follows:-

Existing Clause	Proposed Amendments
10(d) without limiting the generality of Sections 75 and 76 of the Act, the Company must not issue any ordinary shares or other securities with rights of conversion to ordinary shares if those shares or securities, when aggregated with any such shares or securities which the Company has issued during the preceding twelve (12) months, exceeds ten per centum (10%) of the total number of issued shares (excluding treasury shares, if any) of the Company, except where the shares or securities are issued with the prior shareholders' approval in a general meeting of the precise terms and conditions of the issue; and	10(d) <i>subject to the Listing Requirements and</i> without limiting the generality of Sections 75 and 76 of the Act, the Company must not issue any ordinary shares or other securities with rights of conversion to ordinary shares if those shares or securities, when aggregated with any such shares or securities which the Company has issued during the preceding twelve (12) months, exceeds ten per centum (10%) of the total number of issued shares (excluding treasury shares, if any) of the Company, except where the shares or securities are issued with the prior shareholders' approval in a general meeting of the precise terms and conditions of the issue; and

- By inserting the following new Clauses 64A and 64B immediately after the existing Clause 64:-

Existing Clause	Proposed Amendments
New	64A. (a) <i>If authorised by the Board in its sole discretion, and subject to such guidelines and procedures as the Board may adopt, the members not physically present at a general meeting where the Chairman of the general meeting is physically present, may, by means of remote communication:-</i>

	<p><i>(i) participate in such general meeting; and</i></p> <p><i>(ii) be deemed present in person at such general meeting, be counted in the quorum and be entitled to vote at such general meeting.</i></p> <p><i>(b) the general meeting shall be duly constituted and its proceedings shall be valid if the Chairman of the general meeting is satisfied that adequate facilities are available throughout the general meeting to ensure that members participating in the general meeting through remote communication are able:-</i></p> <p><i>(i) to participate in the matters for which such general meeting has been convened;</i></p> <p><i>(ii) to communicate (whether by use of microphones, loudspeakers, audio-visual communication equipment, typed texts or any form of electronic means which allows the members to raise any questions and/or express their views on the matters); and</i></p> <p><i>(iii) to vote on matters submitted to the members.</i></p>
<p><i>New</i></p>	<p>64B. <i>If it appears to the Chairman of the general meeting that:-</i></p> <p><i>(a) the facilities at the main venue or broadcast venue; or</i></p> <p><i>(b) the means used for the remote communication;</i></p> <p><i>have become inadequate for the purposes referred to in Clause 64A, then the Chairman of the general meeting shall, without the consent of the members at the general meeting, interrupt or adjourn the general meeting. All businesses as conducted at that general meeting up to the adjournment shall be valid and the provisions of Clause 74 shall apply to that adjournment.</i></p> <p><i>No interruption or termination of any remote communication or the inability of a member to participate in a general meeting by way of remote communication shall invalidate any general meeting held using such remote communications or any such general meeting.</i></p>

	<p><i>The Board may request the members, proxies or representatives wanting to attend a general meeting to comply with security procedures which the Board deemed appropriate. The Board may, at its absolute discretion, refuse entry to, or remove from, a general meeting, a member, proxy or representative who does not comply with the security procedures. Security procedures may include member, proxy or representative not being allowed into a general meeting with recording or broadcasting devices or an article which the Chairman of the general meeting considers as to be dangerous, offensive, or liable to cause disruption.</i></p>
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4. By inserting the following new Clause 65A immediately after the existing Clause 65:-

Existing Clause	Proposed Amendments
<p><i>New</i></p>	<p>65A. (1) <i>Subject to the Act, where a general meeting is convened by the Directors, they may, in their absolute discretion, cancel the general meeting or postpone the holding of the general meeting to a date and time determined by them or change the place for the meeting. The cancellation or postponement of a general meeting is subject to the Listing Requirements and other requirements by the Exchange.</i></p> <p><i>This Clause shall not apply to a meeting convened in accordance with Sections 310 and 311 of the Act by a member or members unless with the consent of such member or members only.</i></p> <p>(2) <i>Notice of cancellation or postponement or change of place of a general meeting must state the reason for cancellation or postponement and such a notice shall be:-</i></p> <p style="padding-left: 40px;">(a) <i>published in at least one (1) nationally circulated Bahasa Malaysia or English daily newspaper in Malaysia;</i></p> <p style="padding-left: 40px;">(b) <i>given to the Exchange and given in other manner required by the Listing Requirements or other requirements by the Exchange, and</i></p> <p style="padding-left: 40px;">(c) <i>subject to the Act and the Listing Requirements, given in any other manner determined by the Board.</i></p>

(3) A notice of postponement of a general meeting must specify:-

(a) the postponed date and time for the holding of the meeting;

(b) a place for the holding of the meeting which may be either the same as or different from the place specified in the notice convening the meeting; and

(c) if the meeting is to be held in two (2) or more places, the technology that will be used to facilitate the holding of the meeting in that manner.

The new time and place specified in the notice of postponement will be taken to be the time and place for the meeting as if specified in the notice which called the meeting originally.

(4) The only business that may be transacted at a general meeting the holding of which is postponed is the business specified in the original notice convening the general meeting.

(5) Whereby the terms of an instrument appointing a proxy or attorney or an appointment of a representative:-

(a) the appointed person is authorised to attend and vote at a general meeting to be held on or before a specified date; and

(b) the date for holding the general meeting is postponed to a date later than the date specified in the instrument of proxy, power of attorney or appointment of representative, then, by force of this Clause, that later date is substituted for and applies to the exclusion of the date specified in the instrument of proxy, power of attorney or appointment of representative. However, this does not apply if the member appointing the proxy, attorney or representative gives notice in writing to the Company at the Office or another address (including electronic address) specified in the notice of meeting to the contrary not less than twenty-four (24) hours before the time to which the holding of the meeting has been postponed.

	<p>(6) The non-receipt of notice of cancellation or postponement of a meeting of members by, or the accidental omission to give notice of cancellation or postponement of a meeting of members to, any person entitled to receive notice shall not invalidate any resolution passed or proceedings at a postponed meeting or the cancellation or postponement of a meeting.</p> <p>(7) If the Directors are required to convene and arrange to hold a general meeting as a result of a request by members in accordance with Section 311 of the Act, the meeting may be cancelled by the Directors if the members who requisitioned the meeting withdraw their requests prior to the date of the meeting.</p>
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5. By amending Clause 73 of the Constitution of the Company as follows:-

Existing Clause	Proposed Amendments
<p>73. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as otherwise provided, three (3) members present in person shall be a quorum. For the purposes of constituting a quorum:-</p> <p>(i) one or more representatives appointed by a corporation shall be counted as one member; or</p> <p>(ii) one or more proxies appointed by a person shall be counted as one member.</p>	<p>73. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as otherwise provided, three (3) members present in person or represented by proxy shall be a quorum. For the purposes of constituting a quorum:-</p> <p>(i) one or more representatives appointed by a corporation shall be counted as one member; or</p> <p>(ii) one or more proxies appointed by a person shall be counted as one member.</p>

6. By amending Clause 88 of the Constitution of the Company as follows:-

Existing Clause	Proposed Amendments
<p>88. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a duly notarised certified copy of that power or authority, shall be deposited at the Office or at such other place within Malaysia as is specified for that purpose in the notice convening the meeting, not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting as the case may be, at which the person named in the instrument proposes to vote, and in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll, and in default, the instrument of proxy shall not be treated as valid. The Company may specify a fax number and may specify an electronic address in the notice of meeting, for the purpose of receipt of proxy appointments subject to the Rules, regulations and laws at that time specified therein.</p>	<p>88. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a duly notarised certified copy of that power or authority, shall be deposited at the Office or at such other place within Malaysia as is specified for that purpose in the notice convening the meeting, not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting as the case may be, at which the person named in the instrument proposes to vote, and in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll, and in default, the instrument of proxy shall not be treated as valid. The Company may specify a fax number and may specify an electronic address in the notice of meeting, for the purpose of receipt of proxy appointments subject to the Rules, regulations and laws at that time specified therein. <i>A member is not precluded from attending the meeting in person after lodging the instrument of proxy and such attendance shall automatically revoke the authority granted to the proxy. Any termination of a person's authority to act as a proxy shall be notified in writing and received by the Company at the Office before the commencement of the meeting.</i></p>

7. By amending Clause 123 of the Constitution of the Company as follows:-

Existing Clause	Proposed Amendments
<p>123. Directors may participate in a meeting of Directors by means of conference telephone, conference videophone or any similar or other communications by electronic means.</p>	<p>123. Directors may participate in a meeting of Directors by means of conference telephone, conference videophone or any similar or other communications by electronic means <i>of which all persons participating in the meeting are able to hear and speak to each other throughout the meeting. Such participation shall be deemed to be physically present at the meeting of Directors.</i></p>

8. By amending Clause 125 of the Constitution of the Company as follows:-

Existing Clause	Proposed Amendments
<p>125. A meeting at which one or more of the Directors attends by electronic means is deemed to be held at such place as the Directors shall at the said meeting resolve. In the absence of a resolution as aforesaid, the meeting shall be deemed to be held at the place, if any, where a majority of the Directors attending the meeting are physically present, or in default of such a majority, the place at which the Chairman of the meeting is physically present.</p>	<p>125. A meeting at which one or more of the Directors attends by electronic means is shall be deemed to be held at such place as the Directors shall at the said meeting resolve shall be agreed upon by the Directors attending the meeting. In the absence of a resolution as aforesaid, the meeting shall be deemed to be held at the place, if any, where a majority of the Directors attending the meeting are physically present, or in default of such a majority, the place at which the Chairman of the meeting is physically present.</p>

9. By amending Clause 126 of the Constitution of the Company as follows:-

Existing Clause	Proposed Amendments
<p>126. Subject to the Act, all business transacted in the manner provided above by electronic means shall for the purpose of this Constitution be deemed to be validly and effectively transacted at a meeting of the Board PROVIDED that at least one (1) of the Directors present at the meeting was at such place as resolved or deemed (as the case may be) pursuant to Clause 125 for the duration of the meeting. All information and documents must be made equally available to all participants prior to or at/during the meeting.</p>	<p>126. Subject to the Act, all business transacted in the manner provided above by electronic means shall for the purpose of this Constitution be deemed to be validly and effectively transacted at a meeting of the Board PROVIDED that at least one (1) of the Directors present at the meeting was at such place as resolved or deemed (as the case may be) pursuant to Clause 125 for the duration of the meeting. All information and documents must be made equally available to all participants prior to or at/during the meeting.</p>

10. By amending Clause 144 of the Constitution of the Company as follows:-

Existing Clause	Proposed Amendments
<p>144. Notwithstanding any provisions to the contrary contained in this Constitution, any member of a committee may participate at a committee meeting by way of telephone and video conferencing or by means of other communication equipment whereby all persons participating in the meeting are able to hear each other, in which event such member shall be deemed to be physically present at the meeting whether for the purposes of this Constitution or otherwise. A member participating in a meeting in the manner aforesaid may also be taken into account in ascertaining the presence of a quorum at the meeting. Any meeting held in such manner shall be deemed to be held at such place as shall be agreed upon by the members attending the meeting PROVIDED that at least one (1) of the members present at the meeting was at such place for the duration of that meeting.</p>	<p>144. Notwithstanding any provisions to the contrary contained in this Constitution, any member of a committee may participate at a committee meeting by way of telephone and video conferencing or by means of other communication equipment whereby all persons participating in the meeting are able to hear each other, in which event such member shall be deemed to be physically present at the meeting whether for the purposes of this Constitution or otherwise. A member participating in a meeting in the manner aforesaid may also be taken into account in ascertaining the presence of a quorum at the meeting. Any meeting held in such manner shall be deemed to be held at such place as shall be agreed upon by the members attending the meeting. PROVIDED that at least one (1) of the members present at the meeting was at such place for the duration of that meeting.</p>

11. By inserting the following new Clause 149A immediately after the existing Clause 149:-

Existing Clause	Proposed Amendments
<p>New</p>	<p>149A. For the avoidance of doubt, any document or instrument transmitted by any technology purporting to include a signature and/or electronic or digital signature, including but not limited to signing with a platform such as DocuSign, of any of the following persons:-</p> <ul style="list-style-type: none"> (a) a holder of shares; (b) a Director; (c) an alternate Director; (d) in the case of a corporation, which is a holder of shares, its Director or Secretary or a duly appointed attorney or duly authorised representative; <p>shall in the absence of express evidence to the contrary available to the person relying on such document or instrument at the relevant time, be deemed to be a document or instrument signed by such person in the terms in which it is received.</p>

12. By amending Clause 168 of the Constitution of the Company as follows:-

Existing Clause	Proposed Amendments
<p><u>CAPITALISATION OF PROFITS</u></p> <p>168. The Company in general meeting may upon the recommendation of the Directors resolve that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or to the credit of the profit and loss account or otherwise available for distribution, and accordingly that the sum be set free for distribution amongst the members who would have been entitled thereto if distributed by way of dividend and in the same proportions on condition that the same be not paid in cash but be applied either in or towards paying up any amounts for the time being unpaid on any shares held by those members respectively or paying up in full unissued shares or debentures of the Company to be allotted and distributed, credited as fully paid-up to and amongst the members in the proportion aforesaid, or partly in the one way and partly in the other, and the Directors shall give effect to such resolution. Subject to the Act, amount standing to the credit of the capital redemption reserve may, for the purposes of this Clause, be applied in paying up of unissued shares to be issued to members as fully paid bonus shares or any other members as set out in the Act.</p>	<p><u>BONUS ISSUES AND CAPITALISATION OF PROFITS AND RESERVES</u></p> <p>168. The Director may, with the sanction of an ordinary resolution of the Company:-</p> <p>(a) issue bonus shares for which no consideration is payable to the Company to the persons registered as holders of shares in the Register or (as the case may be) the Record of Depositors at the close of business on:-</p> <p>(i) the date of the ordinary resolution (or such other date as may be specified therein or determined as therein provided); or</p> <p>(ii) such other date as may be determined by the Directors,</p> <p>in the proportion to their then holdings of shares; and/or</p> <p>(b) capitalise any sum standing to the credit of any of the Company's reserve accounts or any sum standing to the credit of profit and loss account by appropriating such sum to the persons registered as holders of shares in the Register or (as the case may be) in the Record of Depositors at the close of business on:-</p> <p>(i) the date of the ordinary resolution (or such other date as may be specified therein or determined as therein provided); or</p> <p>(ii) such other date as may be determined by the Directors,</p> <p>in proportion to their then holdings of shares and applying such sum on their behalf in paying up in full unissued shares (or, subject to any special rights previously conferred on any shares or class of shares for the time being issued, unissued shares of any other class not being redeemable shares) for allotment and distribution credited as fully paid up to and amongst them as bonus shares in the proportion aforesaid.</p>

	<p><i>The Directors may do all acts and things considered necessary or expedient to give effect to any such bonus issue or capitalisation under this Clause, with full power to the Directors to make such provisions as they think fit for any fractional entitlements which would arise on the basis aforesaid (including provisions whereby fractional entitlements are disregarded or the benefit thereof accrues to the Company rather than to the members concerned). The Directors may authorise any person to enter on behalf of all the members interested into an agreement with the Company providing for any such bonus issue or capitalisation and matters incidental thereto and any agreement made under such authority shall be effective and binding on all concerned.</i></p> <p><i>In addition and without prejudice to the power to capitalise profits and other moneys provided for by this Clause, the Directors shall have the power to issue shares for which no consideration is payable and to capitalise any undistributable profits or other monies of the Company not required for the payment or provision of any dividends on any shares entitled to cumulative or noncumulative preferential dividends (including profits or other monies carried and standing to any reserve or reserves) and to apply such profits or other monies in paying up in full, in each case on terms that such shares shall, upon issue, be held by or for the benefit of participants of any share option scheme or plan implemented by the Company and approved by members in general meeting and on such terms as the Directors shall think fit.</i></p>
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13. By inserting the following new Clause 178(2) immediately after the existing Clause 178 and that the existing Clause 178 be re-numbered as Clause 178(1):-

Existing Clause	Proposed Amendments
<p>178. Save as may be provided by the Act, no member shall be entitled to enter into or inspect any premises or property of the Company or to require disclosure of any information in respect of any detail of the Company's trading, manufacturing or any matter which is or may be in the nature of a trade secret or secret process which may relate to the conduct of the business of the Company and which in the opinion of the Directors, it would be inexpedient in the interest of the members to communicate to the public.</p>	<p>178. (1) Save as may be provided by the Act, no member shall be entitled to enter into or inspect any premises or property of the Company or to require disclosure of any information in respect of any detail of the Company's trading, manufacturing or any matter which is or may be in the nature of a trade secret or secret process which may relate to the conduct of the business of the Company and which in the opinion of the Directors, it would be inexpedient in the interest of the members to communicate to the public.</p>

	<p><i>(2) Director(s) or officer(s) of the Company shall be entitled, if he thinks fit, to decline to answer any questions concerning the business of the Company which may be put to him on any occasion (including during any meeting of the Company) on the ground that the answer to such question would disclose or tend to disclose the trade secrets of the Company.</i></p>
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FORM OF PROXY

APEX HEALTHCARE BERHAD (199801016979 (473108-T))
(Incorporated in Malaysia)

No. of Shares held	
CDS Account No.	

I/We, _____ NRIC/Company No. _____
(Full name in block letters)

of _____
(Full Address)

and telephone no. / email address _____ being a member/members of

APEX HEALTHCARE BERHAD, hereby appoint _____ NRIC No. _____
(Full name in block letters)

of _____ or failing him/her, _____
(Full Address) (Full name in block letters)

NRIC No. _____ of _____
(Full Address)

or failing him/her, *the Chairman of the meeting as my/our proxy to vote for me/us on my/our behalf at the Twenty-Second Annual General Meeting ("AGM") of Apex Healthcare Berhad ("the Company") to be conducted entirely on a virtual basis at Broadcast Venue at Meeting Room TR12-R02, 12th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia on Thursday, 20th May 2021 at 10:00 a.m. and at each and every adjournment thereof, on the following resolutions referred to in the Notice of the Twenty-Second AGM.

* Please delete the words "the Chairman of the meeting" if you wish to appoint some other person to be your proxy.

My/Our proxy is to vote as indicated below:-

	RESOLUTION	*FOR	*AGAINST
Ordinary Resolution 1	To approve a final single-tier dividend of 2.8 sen per ordinary share for the financial year ended 31st December 2020.		
Ordinary Resolution 2	To approve the payment of Directors' fees of RM535,800 for the financial year ended 31st December 2020.		
Ordinary Resolution 3	To re-elect Ms Heng Su-Ling Mae who retires by rotation pursuant to Clause 95 of the Constitution of the Company.		
Ordinary Resolution 4	To re-elect Datuk Noharuddin Bin Nordin @ Harun who retires by rotation pursuant to Clause 95 of the Constitution of the Company.		
Ordinary Resolution 5	To re-appoint Messrs Ernst & Young PLT as the Auditors of the Company and to authorise the Directors to fix their remuneration.		
Ordinary Resolution 6	Authority under Sections 75 and 76 of the Companies Act 2016 for the Directors to allot and issue shares.		
Ordinary Resolution 7	Authority for Ms Heng Su-Ling Mae to continue in office as an Independent Director of the Company.		
Special Resolution	Proposed Amendments to the Constitution of the Company.		

Subject to the abovestated voting instructions, my/our proxy may vote or abstain from voting on any resolutions as *he/*she/*they may think fit.

Signed this _____ day of _____ 2021

The proportion of my/our shareholdings to be represented by my/our proxies are as follows:-

	Percentage
First Proxy	%
Second Proxy	%
Total	100%

Signature of Member(s) or Common Seal

Notes:

1. As part of the initiatives to curb the spread of COVID-19 and Government of Malaysia's official guidance on social distancing, the AGM of the Company will be conducted entirely on a virtual basis through live streaming and online remote voting via Remote Participation and Electronic Voting facilities. Please follow the procedures provided in the Administrative Guide for the AGM in order to register, participate and vote remotely.
2. The venue of the AGM is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairman of the meeting to be present at the main venue of the meeting. The venue of the AGM is to inform shareholders where the electronic AGM production and streaming would be conducted from. **NO SHAREHOLDER(S)/PROXY(IES)** from the public will be allowed to be physically present at the broadcast venue.
3. In respect of deposited securities, only members whose names appear in the Company's Record of Depositors as at **11th May 2021** shall be eligible to participate and vote at this meeting or appoint proxy(ies) to participate and vote on his/her behalf.
4. A member of the Company who is entitled to participate and vote at this meeting is entitled to appoint not more than two (2) proxies, and in the case of a corporation, a duly authorised representative to participate and vote in its stead.
5. A proxy may but need not be a member of the Company, an advocate, an approved company auditor or a person approved by the Registrar. Where a member appoints more than one (1) proxy, he shall specify the proportions of his shareholdings to be represented by each proxy.
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.
7. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing or if the appointor is a corporation, either under its common seal or under the hand of an officer or attorney duly authorised in writing.
8. The appointment of proxy may be made in a hard copy form or by electronic means, not less than forty-eight (48) hours before the time for holding the AGM or at any adjournment thereof, as follows:-
 - (i) **In hard copy form**
The original instrument appointing a proxy ("Proxy Form") must be deposited at the Company's Share Registrar's Office at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia.
 - (ii) **By electronic means**
The Proxy Form can also be lodged electronically with the Share Registrar of the Company through Boardroom Smart Investor Online Portal at www.boardroomlimited.my or email to bsr.helpdesk@boardroomlimited.com. Please follow the procedures provided in the Administrative Guide for the AGM in order to deposit the Proxy Form electronically.
9. If you have submitted your Proxy Form(s) and subsequently decide to appoint another person or wish to participate in our electronic AGM by yourself, please write in to bsr.helpdesk@boardroomlimited.com to revoke the earlier appointed proxy forty-eight (48) hours before this meeting.
10. Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in the Notice of AGM will be put to vote by way of poll.

Personal Data Privacy:-

By submitting an instrument appointing a proxy(ies) and/or representative(s), the member accepts and agrees to the personal data privacy terms pursuant to Personal Data Protection Act, 2010.

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The Share Registrar
Boardroom Share Registrars Sdn. Bhd.
(Registration no. 199601006647 (378993-D))

11th Floor, Menara Symphony
No. 5, Jalan Prof. Khoo Kay Kim
Seksyen 13, 46200 Petaling Jaya
Selangor Darul Ehsan
Malaysia

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