



NOTICE OF TWENTY-FOURTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty-Fourth (“**24th**”) Annual General Meeting (“**AGM**”) of Apex Healthcare Berhad (the “**Company**”) will be held and conducted on a virtual basis through live streaming from the broadcast venue at Level 12, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia via the meeting platform at <https://meeting.boardroomlimited.my/> on Wednesday, 17th May 2023 at 10:00 a.m. for the following purposes:-

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| <p>As Ordinary Business</p> <ol style="list-style-type: none"> To receive the Audited Financial Statements for the financial year ended 31st December 2022 together with the Directors’ and Auditors’ Reports thereon. To approve a final single-tier dividend of 3.5 sen per ordinary share for the financial year ended 31st December 2022. To approve a special dividend of 2.0 sen per ordinary share for the financial year ended 31st December 2022. To approve the payment of Directors’ fees of RM 614,000 for the financial year ended 31st December 2022. To re-elect Dr. Kee Kirk Chin who retires by rotation pursuant to Clause 95 of the Constitution of the Company. To re-elect Mr Kee Kirk Chuen who retires by rotation pursuant to Clause 95 of the Constitution of the Company. To re-appoint Messrs Ernst & Young PLT as the Auditors of the Company and to authorise the Directors to fix their remuneration. | <p>Explanatory Note 1</p> <p>Ordinary Resolution 1</p> <p>Ordinary Resolution 2</p> <p>Ordinary Resolution 3</p> <p>Ordinary Resolution 4</p> <p>Ordinary Resolution 5</p> <p>Ordinary Resolution 6</p> | <p>(ii) By electronic means</p> <p>The Proxy Form can also be lodged electronically with the Share Registrar of the Company through Boardroom Smart Investor Online Portal at https://investor.boardroomlimited.com/. Please follow the procedures provided in the Administrative Guide for the AGM in order to deposit the Proxy Form electronically.</p> <ol style="list-style-type: none"> 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. Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements (“MMLR”) of Bursa Securities, all the resolutions set out in the Notice of AGM will be put to vote by way of poll. Mr Jackson Chevalier Yap-Kit-Siong retires pursuant to Clause 95 of the Constitution of the Company at the 24th AGM of the Company. He has expressed that he does not wish to seek re-election at the 24th AGM, and therefore shall retire at the conclusion of the 24th AGM. Ms Heng Su-Ling Mae was appointed as an Independent Non-Executive Director of the Company on 20th November 2008 and had reached her maximum twelve (12)-year term limit as prescribed under the MMLR of Bursa Securities which will take effect on 1st June 2023. Therefore, she shall retire at the conclusion of the 24th AGM in compliance with the MMLR of Bursa Securities and pursuant to the Malaysian Code on Corporate Governance 2021. |
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| <p>As Special Business</p> <p>To consider and if thought fit, to pass the following Resolutions with or without modifications:-</p> <ol style="list-style-type: none"> AUTHORITY UNDER SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016 FOR THE DIRECTORS TO ALLOT AND ISSUE SHARES; AND WAIVER OF PRE-EMPTIVE RIGHTS OVER NEW ORDINARY SHARES (“SHARES”) IN THE COMPANY UNDER SECTION 85(1) OF THE ACT READ TOGETHER WITH CLAUSE 59 OF THE CONSTITUTION OF THE COMPANY | <p>Ordinary Resolution 7</p> <p>Ordinary Resolution 8</p> | <p>EXPLANATORY NOTES ON ORDINARY BUSINESS AND SPECIAL BUSINESS</p> <ol style="list-style-type: none"> Audited Financial Statements for the financial year ended 31st December 2022
The Audited Financial Statements is meant for discussion only as the provision of Section 340(1)(a) of the Act 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. Ordinary Resolution 3 – Payment of Directors’ fees for the financial year ended 31st December 2022
Section 230(1) of the Act provides amongst others that the fees of the Directors and any benefits payable to the Directors of the Company and its subsidiaries shall be approved at a general meeting. In this respect, the Board of Directors (“Board”) wishes to seek shareholders’ approval for the payment of Directors’ fees of RM 614,000 for the financial year ended 31st December 2022, details of which are set out in the Remuneration Committee Report on page 41 of the Annual Report 2022. The amount of Directors’ fees consists of the fees payable to Directors as members of the Board and Board Committees. |
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“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 hereby 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.

THAT in connection with the above, pursuant to Section 85(1) of the Act read together with Clause 59 of the Constitution of the Company, the shareholders do hereby waive the statutory pre-emptive rights of the offered shares in proportion of their holdings at such price and at such terms to be offered arising from any issuance of new shares above by the Company.

AND THAT the new shares to be issued shall, upon allotment and issuance, rank *pari passu* in all respects with the existing Shares of the Company, save and except that they shall not be entitled to any dividends, rights, allotments and/or any other forms of distribution that which may be declared, made or paid before the date of allotment of such new shares.”

9. PROPOSED BONUS ISSUE OF UP TO 240,449,686 NEW ORDINARY SHARES IN THE COMPANY (“A/B SHARE(S)” OR “SHARE(S)”) (“BONUS SHARE(S)”) ON THE BASIS OF 1 BONUS SHARE FOR EVERY 2 EXISTING A/B SHARES HELD ON AN ENTITLEMENT DATE TO BE DETERMINED LATER (“PROPOSED BONUS ISSUE”)

“THAT subject to all approvals being obtained from the relevant regulatory authorities and parties (if required), authority be and is hereby given to the Board of Directors of the Company (“**Board**”) to issue up to 240,449,686 new A/B Shares to the entitled shareholders whose names appear in the Record of Depositors of the Company as at the close of business at 5:00 p.m. on the entitlement date to be determined later on the basis of 1 Bonus Share for every 2 existing A/B Shares held by such shareholders on that date (“**Proposed Bonus Issue**”);

THAT the fractional entitlements of the Bonus Shares arising from the Proposed Bonus Issue, if any, shall be dealt with by the Board in such manner as it may in its absolute discretion deem expedient and in the best interest of the Company;

THAT the Bonus Shares shall, upon allotment and issuance, rank *pari passu* in all respects with the then existing A/B Shares, save and except that the Bonus Shares shall not be entitled to any dividends, rights, allotments and/or other distributions which may be declared, made or paid to shareholders of the Company, the entitlement date of which precedes the date of allotment and issuance of the Bonus Shares;

The entitlement date for the Proposed Bonus Issue will be fixed after the entitlement date for the proposed final single-tier dividend and special dividend of 3.5 sen and 2.0 sen respectively per ordinary share for the financial year ended 31st December 2022 (“Proposed Final & Special Dividend”), and as such, the Bonus Shares will not be entitled to the Proposed Final & Special Dividend.

AND THAT the Board be and is hereby authorised to sign and execute all documents to give effect to the Proposed Bonus Issue with full power to assent to any conditions, modifications, variations and/or amendments in any manner as may be required or imposed by the relevant authorities and to take all steps and do all acts and things in the manner as the Board may consider necessary or expedient in order to implement, finalise and give full effects to the Proposed Bonus Issue.”

As at the date of this Notice, there were no new shares issued pursuant to the mandate granted to the Directors of the Company at the Twenty-Third AGM held on 18th May 2022 and which will lapse at the conclusion of the 24th AGM. If there should be a decision to issue new shares after the General Mandate is obtained, the Company will make an announcement in respect thereof.

Please refer Section 85(1) of the Act and Clause 59 of the Constitution of the Company as detailed below.

Details of Section 85(1) of the Act and Clause 59 of the Constitution of the Company

Section 85(1) of the Act provides as follows:-

“85. Pre-emptive rights to new shares

(1) Subject to the constitution, where a company issues 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 59 of the Constitution of the Company provides as follows:-

“As to any direction to the contrary that may be given by the Company in general meeting, all new shares or other convertible securities shall, before issue, 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 share or security 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.”

6. Ordinary Resolution 8 – Proposed Bonus Issue

The Board of the Company proposed to undertake the Proposed Bonus Issue to reward the existing shareholders of the Company in the form of Bonus Shares for their loyalty and continuing support.

The Proposed Bonus Issue serves to:-

- increase the number of A/B Shares held by the Company’s shareholders at no cost to be incurred by the shareholders, while maintaining their percentage of equity shareholding held in the Company;
- potentially result in an improved trading liquidity of the A/B Shares traded in the market at an affordable share price without affecting the size of the market capitalisation of the Company; and
- encourage greater participation by investors as well as potentially broadening the shareholder base of the Company.

In addition, the implementation of the Proposed Bonus Issue via the adoption of the enhanced bonus issue framework and without capitalisation of the Company’s reserves is not expected to affect the Company’s reserves and total net assets of the Company; thus, allowing the Board to preserve the Company’s reserves with the aim to ensure that the Company has sufficient reserves to facilitate any future dividend payment of the Company.

Details of the Proposed Bonus Issue are set out in the Circular to Shareholders dated 18th April 2023 which is issued together with the Annual Report of the Company for the financial year ended 31st December 2022.

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.

(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.

FORM OF PROXY

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

No. of Shares held	
CDS Account No.	

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

of _____
(Full Address)

and telephone/mobile no. _____ email address _____

being a member/members of **APEX HEALTHCARE BERHAD**, hereby appoint _____
(Full name in block letters)

NRIC/Passport No. _____ of _____
(Full Address)

and telephone/mobile no. _____ email address _____

or failing him/her, _____ NRIC/Passport No. _____
(Full name in block letters)

of _____
(Full Address)

and telephone/mobile no. _____ email address _____

or failing him/her, *the Chairman of the meeting as my/our proxy to vote for me/us and on my/our behalf at the Twenty-Fourth Annual General Meeting ("**AGM**") of Apex Healthcare Berhad (the "**Company**") to be held and conducted on a virtual basis through live streaming from the broadcast venue at Level 12, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia via the meeting platform at <https://meeting.boardroomlimited.my/> on Wednesday, 17th May 2023 at 10:00 a.m. and at each and every adjournment thereof, on the following resolutions referred to in the Notice of the Twenty-Fourth 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 3.5 sen per ordinary share for the financial year ended 31st December 2022.		
Ordinary Resolution 2	To approve a special dividend of 2.0 sen per ordinary share for the financial year ended 31st December 2022.		
Ordinary Resolution 3	To approve the payment of Directors' fees of RM 614,000 for the financial year ended 31st December 2022.		
Ordinary Resolution 4	To re-elect Dr. Kee Kirk Chin who retires by rotation pursuant to Clause 95 of the Constitution of the Company.		
Ordinary Resolution 5	To re-elect Mr Kee Kirk Chuen who retires by rotation pursuant to Clause 95 of the Constitution of the Company.		
Ordinary Resolution 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 7	Authority under Sections 75 and 76 of the Companies Act 2016 for the Directors to allot and issue shares; and Waiver of pre-emptive rights.		
Ordinary Resolution 8	To approve the Proposed Bonus Issue.		

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 _____ 2023

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)^

^ Manner of execution:-

- (a) If you are an individual member, please sign where indicated.
- (b) If you are a corporate member which has a common seal, this Form of Proxy should be executed under seal in accordance with the Constitution of your corporation.
- (c) If you are a corporate member which does not have a common seal, this Form of Proxy should be affixed with the rubber stamp of your corporation (if any) and executed by:-
 - (i) at least two (2) authorised officers, of whom one shall be a director; or
 - (ii) any Director and/or authorised officers in accordance with the laws of the country under which your corporation is incorporated.

Notes:

1. The AGM of the Company will be held and conducted on a virtual basis through live streaming and online remote voting via Remote Participation and Electronic Voting ("RPEV") facilities to be provided by the Company's Share Registrar, Boardroom Share Registrars Sdn. Bhd.. Please follow the procedures provided in the Administrative Guide for the AGM in order to register, participate and vote remotely via the RPEV facilities.
The Administrative Guide on the conduct of a virtual AGM of the Company is available on the Company's website at <https://www.apexhealthcare.com.my/annual-general-meeting-downloads.php>.
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 **10th May 2023** 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 <https://investor.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 of
Apex Healthcare Berhad

(Registration no. 199801016979 (473108-T))

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

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