

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

NOTICE OF FOURTEENTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Fourteenth Annual General Meeting (“AGM”) of Apex Healthcare Berhad (“AHB”) will be held at Bunga Teratai Room, 7th Floor, Ramada Plaza Melaka, Jalan Bendahara, 75100 Melaka on Wednesday, 22nd May 2013 at 10.00 a.m. to transact the following business:-

As Ordinary Business

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| 1. To receive the Statutory Financial Statements for the financial year ended 31st December 2012 together with the Directors’ and Auditors’ Reports thereon. | <i>Resolution 1</i> |
| 2. To approve final dividends comprising a taxable dividend of 3 sen gross per share and a tax-exempt dividend of 3 sen per share, as well as a tax-exempt special dividend of 5 sen per share for the financial year ended 31st December 2012. | <i>Resolution 2</i> |
| 3. To approve the payment of Directors’ fees for the financial year ended 31st December 2012. | <i>Resolution 3</i> |
| 4. To re-elect the following Directors who retire in accordance with Article 89 of the Company’s Articles of Association:

i. Leong Khai Cheong

ii. Robert Dobson Millner | <i>Resolution 4</i>

<i>Resolution 5</i> |
| 5. To re-appoint Messrs Ernst & Young as the Company’s Auditors and to authorise the Directors to fix their remuneration. | <i>Resolution 6</i> |

As Special Business

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

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| 6. RE-APPOINTMENT OF DIRECTOR OVER SEVENTY (70) YEARS OF AGE | <i>Resolution 7</i> |
| “THAT Kee Tah Peng @ Hee Teck Peng, who retires pursuant to Section 129 of the Companies Act, 1965, be and is hereby re-appointed a Director of the Company to hold office until the next Annual General Meeting.” | |
| 7. RETENTION OF MR LEONG KHAI CHEONG AS INDEPENDENT DIRECTOR | <i>Resolution 8</i> |
| “THAT subject to the passing of Resolution 4 above and in accordance with the Malaysian Code on Corporate Governance 2012 (“MCCG 2012”), Mr Leong Khai Cheong be and is hereby retained as Independent Non-Executive Director of the Company and to hold office until the conclusion of the next Annual General Meeting.” | |
| 8. RETENTION OF DR AHMAD KAMAL BIN MD ALIF AS INDEPENDENT DIRECTOR | <i>Resolution 9</i> |
| “THAT in accordance with the MCCG 2012, Dr Ahmad Kamal bin Md Alif be and is hereby retained as Independent Non-Executive Director of the Company and to hold office until the conclusion of the next Annual General Meeting.” | |

	<p><i>New provision</i></p> <p><i>New provision</i></p> <p><i>New provision</i></p> <p><i>New provision</i></p>		<p>CMSA</p> <ul style="list-style-type: none"> - The Capital Markets and Services Act 2007 or any statutory modification, amendments or re-enactment thereof for the time being in force. <p>Listing Requirements</p> <ul style="list-style-type: none"> - Unless the context otherwise requires, means the Main Market Listing Requirements of the Exchange including any relevant practice and/or guidance notes, directives, guidelines issued pursuant thereto and any amendment, supplemental, modification to the same that may be made from time to time. <p>Security/Securities</p> <ul style="list-style-type: none"> - Has the meaning given in Section 2 (1) of the CMSA. <p>Securities Account</p> <ul style="list-style-type: none"> - An account established by the Depository for a Depositor for the recording of deposit of securities and for dealing in such securities by the Depositor.
71.	<p><i>How votes may be given and who can act as proxy</i></p> <p>Subject and without prejudice to any special privileges or restrictions as to voting for the time being attached to any special class of shares for the time being forming part of the capital of the Company, every member present in person or by proxy or represented by attorney on a show of hands on any question shall have one vote and upon a poll every such member shall have one vote for every share held by him. A member may appoint not more than two proxies to attend at the same meeting. Where a member appoints more than one proxy, he shall specify the proportion of his shareholdings to be represented by each proxy. Where a member of the company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint <u>at least one proxy</u> in respect of each securities account it holds with ordinary shares of the company standing to the credit of the said securities account. A proxy need not be a member of the Company, an advocate, an approved Company auditor, or a person approved by the Registrar (the provisions of Section 149(1) of the Act</p>	71.	<p><i>How votes may be given and who can act as proxy</i></p> <p>Subject and without prejudice to any special privileges or restrictions as to voting for the time being attached to any special class of shares for the time being forming part of the capital of the Company, every member present in person or by proxy or represented by attorney on a show of hands on any question shall have one vote and upon a poll every such member shall have one vote for every share held by him. A member may appoint not more than two proxies to attend at the same meeting. Where a member appoints more than one proxy, he shall specify the proportion of his shareholdings to be represented by each proxy. Where a member of the company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint <u>not more than two proxies</u> in respect of each securities account it holds with ordinary shares of the company standing to the credit of the said securities account. <u>Where a member who is an authorised nominee appoints more than one</u></p>

	member for whom it is intended.	<p>writing direct, or paid via electronic transfer or other methods of funds transfer to such account as designated by such member or the person entitled to such payment, and every cheque, warrant, banker's draft or electronic transfer so sent shall be made payable to the order of the person to whom it is sent. Every such cheque or warrant or banker's draft or electronic transfer shall be sent at the risk of the person entitled to the money represented thereby. The Company shall not be responsible for the loss of any cheque, warrant or banker's draft which shall be sent by post duly addressed to the member for whom it is intended.</p>
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11. To transact any other business of which due notice shall have been given in accordance with the Companies Act, 1965.

NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

NOTICE IS HEREBY GIVEN THAT the final dividends comprising a taxable dividend of 3 sen gross per share and a tax-exempt dividend of 3 sen per share, as well as a tax-exempt special dividend of 5 sen per share for the financial year ended 31st December 2012, if approved, will be paid on 31st May 2013. The entitlement date for the payment is 27th May 2013.

A depositor shall qualify for entitlement only in respect of:

- a) Shares transferred into the Depositor's Securities Accounts before 4.00 p.m. on 27th May 2013 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

KWONG LIEN WAH (MIA 3422)
YEOH CHONG KEAT (MIA 2736)
 Secretaries

Melaka
 29th April 2013

knowledge of the Company and the Group's activities and corporate history and has provided invaluable contributions to the Board in his role as an Independent Non-Executive Director.

(d) Resolution 10

This proposed resolution, if passed, will renew the authority given to the Directors of the Company to issue and allot 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 nominal value of any such shares issued during the preceding twelve (12) months, does not exceed 10% of the total issued share capital 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 2012 which was not exercised by the Company during the year, will expire at the forthcoming Fourteenth 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.

(e) Resolution 11

This proposed resolution, if passed, will streamline the Company's Articles of Association with the provisions of the Listing Requirements of Bursa Securities as well as for housekeeping purpose.