



APEX HEALTHCARE BERHAD

(Company No.: 473108-T)

(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of Apex Healthcare Berhad ("AHB" or the "Company") will be held at Bendahara Room 1, 2nd Floor, Ramada Plaza Melaka, Jalan Bendahara, 75100 Melaka on Wednesday, 21 May 2014 at 10.30 a.m. or immediately following the conclusion or adjournment of the Fifteenth Annual General Meeting of the Company scheduled to be held at the same venue and on the same date at 10.00 a.m., whichever is later, for the purpose of considering and if thought fit, passing with or without modifications the following resolutions:-

ORDINARY RESOLUTION 1

PROPOSED BONUS ISSUE OF 23,429,218 NEW ORDINARY SHARES OF RM1.00 EACH IN AHB ("AHB SHARE(S)") ("BONUS SHARE(S)") TO BE CREDITED AS FULLY PAID-UP ON THE BASIS OF ONE (1) BONUS SHARE FOR EVERY FOUR (4) EXISTING AHB SHARES HELD ON AN ENTITLEMENT DATE TO BE DETERMINED LATER ("PROPOSED BONUS ISSUE")

"**THAT**, subject to the passing of Special Resolutions 1 and 2, and approvals of all relevant authorities in respect of the listing of and quotation for 23,429,218 new AHB Shares on the Main Market of Bursa Malaysia Securities Berhad, the Board of Directors of AHB ("Board") be and is hereby authorised to capitalise a total sum of RM23,429,218 from the retained earnings account of the Company, the details of which are set out in Section 2.1.2 of the Circular to the shareholders of the Company dated 28 April 2014, for the purposes of the Proposed Bonus Issue;

THAT the Board be and is hereby authorised to apply such capitalisation sum and to issue at par, 23,429,218 new AHB Shares to be credited as fully paid-up and such new AHB Shares be allotted to the shareholders of the Company whose names appear in the Record of Depositors of the Company as at the close of business on an entitlement date to be determined and announced later by the Board ("Entitlement Date"), on the basis of one (1) new AHB Share for every four (4) existing AHB Shares held in the Company on the Entitlement Date;

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

THAT such new AHB Shares will, upon allotment and issuance, rank *pari passu* in all respects with the existing AHB Shares, save and except that such new AHB Shares will not be entitled to any dividends, rights, allotment and/ or other forms of distribution ("Distribution") that may be declared, made or paid for which the entitlement date for the Distribution precedes the date of allotment of such new AHB Shares;

AND THAT the Board be and is hereby authorised to sign and execute all documents, do all things and as may be required to give effect to the aforesaid Proposed Bonus Issue with full power to assent to any conditions, variations, modifications and/ or amendments in any manner as may be required or permitted by any relevant authorities and to deal with all matters relating thereto and to take all such steps and do all acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed Bonus Issue."

SPECIAL RESOLUTION 1

PROPOSED INCREASE IN THE AUTHORISED SHARE CAPITAL OF AHB FROM RM100,000,000 COMPRISING 100,000,000 AHB SHARES TO RM200,000,000 COMPRISING 200,000,000 AHB SHARES ("PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL")

"**THAT**, subject to the passing of Special Resolution 2 and Ordinary Resolution 1, the authorised share capital of the Company be and is hereby increased from RM100,000,000 comprising 100,000,000 AHB Shares to RM200,000,000 comprising 200,000,000 AHB Shares, by the creation of an additional 100,000,000 AHB Shares."

SPECIAL RESOLUTION 2

PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION OF AHB ("PROPOSED AMENDMENTS")

"**THAT**, subject to the passing of Special Resolution 1 and Ordinary Resolution 1, approval be and is hereby given to the Company to alter, modify, vary and delete the Memorandum and Articles of Association of AHB in the following manner:-

Clause 5 of the Memorandum of Association of AHB

Existing

The capital of the Company is RM100,000,000/= divided into 100,000,000 shares of RM1.00 each. The Company shall have the power to increase, or reduce its capital, to considerate or sub-divide the shares into shares of larger or smaller amounts, and to divide the shares forming the capital (original, increased or reduced) of the Company into several classes and to attach thereto respectively, preferential, deferred or special rights, privileges or conditions as may be determined by, or in accordance with the regulations for the time being of the Company and to issue additional capital with any such rights, privileges or conditions as aforesaid, and any preference share maybe issued on the terms that it is, or at the option of the Company is liable, to be redeemed.

Proposed

The capital of the Company is **RM200,000,000/=** divided into **200,000,000** shares of RM1.00 each. The Company shall have the power to increase, or reduce its capital, to considerate or sub-divide the shares into shares of larger or smaller amounts, and to divide the shares forming the capital (original, increased or reduced) of the Company into several classes and to attach thereto respectively, preferential, deferred or special rights, privileges or conditions as may be determined by, or in accordance with the regulations for the time being of the Company and to issue additional capital with any such rights, privileges or conditions as aforesaid, and any preference share maybe issued on the terms that it is, or at the option of the Company is liable, to be redeemed.

Article 3(i) of the Articles of Association of AHB

Existing

The authorised share capital of the Company at the adoption of these Articles is Ringgit Malaysia One Hundred Million (RM100,000,000.00) divided into 100,000,000 ordinary shares of RM1.00 each.

Proposed

The authorised share capital of the Company at the adoption of these Articles is **Ringgit Malaysia Two Hundred Million (RM200,000,000.00)** divided into **200,000,000** ordinary shares of RM1.00 each."

By Order of the Board

KWONG LIEN WAH (MIA 3422)
CHAN YOKE PENG (MAICSA 7053966)
Company Secretaries

Melaka
28 April 2014

Notes:-

- (i) *In respect of deposited securities, only members whose names appear in the Company's Record of Depositors as at 14 May 2014 shall be eligible to attend, speak and vote at this meeting or appoint proxy(ies) to attend and vote on his/ her behalf.*
- (ii) *A member of the Company who is entitled to attend 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 attend and vote in its stead.*
- (iii) *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 (the provisions of Section 149(1) of the Companies Act, 1965 shall not apply). Where a member appoints more than one (1) proxy, he shall specify the proportions of his shareholdings to be represented by each proxy.*
- (iv) *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.*
- (v) *The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing or if the appointer is a corporation, either under its common seal or under the hand of an officer or attorney duly authorised in writing.*
- (vi) *The original instrument appointing a proxy must be deposited at the Registered Office of the Company situated at 134/2, Kompleks Perniagaan Munshi Abdullah, Jalan Munshi Abdullah, 75100 Melaka, not less than forty-eight (48) hours before the time set for holding this meeting or at any adjournment thereof.*