



**APEX HEALTHCARE BERHAD (473108-T)**  
(Incorporated in Malaysia under the Companies Act, 1965)

**NOTICE OF SIXTEENTH ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Sixteenth Annual General Meeting ("AGM") of Apex Healthcare Berhad ("AHB") will be held at Bendahara Room 1, 2nd Floor, Ramada Plaza Melaka, Jalan Bendahara, 75100 Melaka on Wednesday, 20th May 2015 at 10.00 a.m. for the following purposes:-

**As Ordinary Business**

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| 1. To receive the Statutory Financial Statements for the financial year ended 31st December 2014 together with the Directors' and Auditors' Reports thereon. | <i>(please refer to explanatory Note 1)</i> |
| 2. To approve a final single-tier dividend of 6 sen per share for the financial year ended 31st December 2014.   | <b>Resolution 1</b>                         |
| 3. To approve the payment of Directors' fees for the financial year ended 31st December 2014.  | <b>Resolution 2</b>                         |
| 4. To appoint Datuk Noharuddin Bin Mohd Nordin @ Harun as Independent Non-Executive Director of the Company.   | <b>Resolution 3</b>                         |
| 5. To re-elect Mr Jackson Chevalier Yap-Kit-Siong who retires in accordance with Article 89 of the Company's Articles of Association.                        | <b>Resolution 4</b>                         |
| 6. To re-elect Ms Heng Su-Ling Mae who retires in accordance with Article 89 of the Company's Articles of Association.                                       | <b>Resolution 5</b>                         |
| 7. To re-appoint Messrs Ernst & Young as the Company's Auditors and to authorise the Directors to fix their remuneration.                                    | <b>Resolution 6</b>                         |

**As Special Business**

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

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| 8. <b>RE-APPOINTMENT OF DIRECTOR OVER SEVENTY (70) YEARS OF AGE</b>  | <b>Resolution 7</b>  |
| "THAT Mr Kee Tah Peng @ Hee Teck Peng, who retires pursuant to Section 129(6) of the Companies Act, 1965, be and is hereby re-appointed as Director of the Company to hold office until the conclusion of the next Annual General Meeting of the Company."   |                      |
| 9. <b>RE-APPOINTMENT OF DIRECTOR OVER SEVENTY (70) YEARS OF AGE</b>  | <b>Resolution 8</b>  |
| "THAT Mr Tong Yew Sum, who retires pursuant to Section 129(6) of the Companies Act, 1965, be and is hereby re-appointed as Director of the Company to hold office until the conclusion of the next Annual General Meeting of the Company."   |                      |
| 10. <b>AUTHORITY FOR MR LEONG KHAI CHEONG TO CONTINUE OFFICE AS INDEPENDENT DIRECTOR</b>   | <b>Resolution 9</b>  |
| "THAT authority be and is hereby given for Mr Leong Khai Cheong 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 Malaysian Code of Corporate Governance 2012 ("MCCG 2012")."  |                      |
| 11. <b>AUTHORITY UNDER SECTION 132D OF THE COMPANIES ACT, 1965 FOR THE DIRECTORS TO ISSUE SHARES</b>   | <b>Resolution 10</b> |
| "THAT pursuant to Section 132D of the Companies Act, 1965, 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 issued share capital 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." |                      |

**NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT**

**NOTICE IS HEREBY GIVEN** that a final single-tier dividend of 6 sen per share for the financial year ended 31st December 2014, if approved, will be paid on 17th June 2015. The entitlement date for the payment is 3rd June 2015.

A depositor shall qualify for entitlement only in respect of:

- Shares transferred into the Depositor's Securities Accounts before 4.00 p.m. on 3rd June 2015 in respect of transfer; and
- 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 (MIA 20586)  
CHAN YOKE PENG (MAICSA 7053966)  
Secretaries

Melaka  
28th April 2015

**Notes:**

- In respect of deposited securities, only members whose names appear in the Company's Record of Depositors as at 13th May 2015 shall be eligible to attend, speak and vote at this meeting or appoint proxy(ies) to attend and vote on his/her behalf.
- 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.
- 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.
- 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.
- 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.
- The original instrument appointing a proxy must be deposited at the Registered Office of the Company situated at 1-5 Jalan TTC 1, Cheng Industrial Estate, 75250 Melaka, Malaysia, not less than forty-eight (48) hours before the time set for holding this meeting or at any adjournment thereof.

**Explanatory Notes**

- The Audited Financial Statements is meant for discussion only as the provision of Section 169(1) of the Companies Act, 1965 ("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.

**Resolution 3**

This proposed resolution if passed, Datuk Noharuddin Bin Mohd Nordin @ Harun, will be appointed as Independent Non-Executive Director of the Company. His details are set out in the Statement Accompanying the Notice of Annual General Meeting on page 146 of this Annual Report.

**Resolution 7**

This proposed resolution is in accordance with Section 129(6) of the Companies Act, 1965 and if passed, Mr Kee Tah Peng @ Hee Teck Peng, who is over seventy (70) years of age, will be re-appointed as Director of the Company and will hold office until the conclusion of the next Annual General Meeting.

**Resolution 8**

This proposed resolution is in accordance with Section 129(6) of the Companies Act, 1965 and if passed, Mr Tong Yew Sum, who is over seventy (70) years of age, will be re-appointed as Director of the Company and will hold office until the conclusion of the next Annual General Meeting.

**Resolution 9**

Mr Leong Khai Cheong was appointed as an Independent Non-Executive Director of the Company on 18th February 2000 and has reached the nine (9) years term limit prescribed by the MCCG 2012. In accordance with the MCCG 2012, the Board of Directors of the Company, after having assessed the independence of Mr Leong, considers him to be independent based on amongst others, the following justifications and recommends that Mr Leong be retained as an Independent Non-Executive Director of the Company:-

- He has confirmed and declared that he is an Independent Director as defined under Paragraph 1.01 of the Listing Requirements of Bursa Securities;
- He 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;
- He 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
- The Board of Directors of the Company is of the opinion that Mr Leong is an important Independent Non-Executive Director in view of his 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 his role as an Independent Non-Executive Director.

**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 2014 which was not exercised by the Company during the year, will expire at the forthcoming Sixteenth 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.

**PERSONAL DATA POLICY**

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