



APEX HEALTHCARE BERHAD

(Company No.: 473108-T)
(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF SEVENTEENTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Seventeenth Annual General Meeting ("AGM") of Apex Healthcare Berhad ("the Company") will be held at Bunga Melati Room, 7th Floor, Ramada Plaza Melaka, Jalan Bendahara, 75100 Melaka on Wednesday, 18 May 2016 at 10.30 a.m. or immediately following the conclusion or adjournment (as the case may be) of the Extraordinary General Meeting of the Company to be held at the same venue and on the same date at 10.00 a.m., whichever is later, for the following purposes:-

As Ordinary Business

- To receive the Statutory Financial Statements for the financial year ended 31 December 2015 together with the Directors' and Auditors' Reports thereon. **(Note 7)**
- To approve a final single-tier dividend of 6 sen per share for the financial year ended 31 December 2015. **Resolution 1**
- To approve the payment of Directors' fees for the financial year ended 31 December 2015. **Resolution 2**
- To re-elect Datuk Noharuddin Bin Nordin @ Harun who retires pursuant to Article 83 of the Company's Articles of Association. **Resolution 3**
- To re-elect Mr Leong Khai Cheong who retires pursuant to Article 89 of the Company's Articles of Association. **Resolution 4**
- To re-elect Mr Robert Dobson Millner who retires pursuant to Article 89 of the Company's Articles of Association. **Resolution 5**
- To consider and if thought fit, to pass the following Ordinary Resolution in accordance with Section 129 of the Companies Act, 1965:-
"That Mr Tong Yew Sum, retiring pursuant to Section 129 of the Companies Act, 1965, be and is hereby re-appointed as Director of the Company to hold office until the next Annual General Meeting of the Company." **Resolution 6**
- To re-appoint Messrs Ernst & Young as the Company's Auditors and to authorise the Directors to fix their remuneration. **Resolution 7**

As Special Business

To consider and if thought fit, to pass the following Resolutions:

- AUTHORITY UNDER SECTION 132D OF THE COMPANIES ACT, 1965 FOR THE DIRECTORS TO ALLOT AND ISSUE SHARES** **Resolution 8**
"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."
- AUTHORITY FOR MR LEONG KHAI CHEONG TO CONTINUE OFFICE AS INDEPENDENT DIRECTOR** **Resolution 9**
"THAT subject to the passing of Resolution 4 proposed under item 5 above, 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 on Corporate Governance 2012 ("MCCG 2012")."
- APPOINTMENT OF DIRECTOR** **Resolution 10**
"THAT Mr Kee Kirk Chuen be and is hereby appointed as Non-Independent Non-Executive Director 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 31 December 2015, if approved, will be paid on 17 June 2016. The entitlement date for the payment is 3 June 2016.

A depositor shall qualify for entitlement only in respect of:

- Shares transferred into the Depositor's Securities Accounts before 4.00 p.m. on 3 June 2016 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)
Company Secretaries

Melaka
25 April 2016

Notes:

- In respect of deposited securities, only members whose names appear in the Company's Record of Depositors as at 11 May 2016 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.
- 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.
- EXPLANATORY NOTES ON SPECIAL BUSINESS

(a) Resolution 8 – Authority under Section 132D of the Companies Act, 1965 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 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 2015 which was not exercised by the Company during the year, will expire at the forthcoming Seventeenth 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) Resolution 9 – Authority for Mr Leong Khai Cheong to continue office as Independent Director

Mr Leong Khai Cheong was appointed as an Independent Non-Executive Director of the Company on 18 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.

(c) Resolution 10 – Appointment of Mr Kee Kirk Chuen as Director of the Company

This proposed resolution if passed, Mr Kee Kirk Chuen, will be appointed as Non-Independent Non-Executive Director of the Company. His details are set out in the Statement Accompanying the Notice of Annual General Meeting on page 151 of this Annual Report.