



**APEX HEALTHCARE BERHAD**  
(Company No.: 473108-T)  
(Incorporated in Malaysia)

**NOTICE OF NINETEENTH ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Nineteenth 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, Malaysia on Thursday, 24th May 2018 at 9.00 a.m., for the following purposes:-

**As Ordinary Business**

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| 1. To receive the Audited Financial Statements for the financial year ended 31st December 2017 together with the Directors' and Auditors' Reports thereon. | <b>(Note 8)</b>              |
| 2. To approve a final single-tier dividend of 6.5 sen per ordinary share for the financial year ended 31st December 2017.                                  | <b>Ordinary Resolution 1</b> |
| 3. To approve the payment of Directors' fees of RM595,250 for the financial year ended 31st December 2017.   | <b>Ordinary Resolution 2</b> |
| 4. To re-elect Ms Heng Su-Ling Mae who retires by rotation pursuant to Article 89 of the Articles of Association of the Company.                           | <b>Ordinary Resolution 3</b> |
| 5. To re-elect Datuk Noharuddin Bin Nordin @ Harun who retires by rotation pursuant to Article 89 of the Articles of Association of the Company.           | <b>Ordinary Resolution 4</b> |
| 6. To re-appoint Messrs Ernst & Young as the Auditors of the Company and to authorise the Directors to fix their remuneration.                             | <b>Ordinary Resolution 5</b> |

**As Special Business**

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

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| 7. <b>AUTHORITY UNDER SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016 FOR THE DIRECTORS TO ALLOT AND ISSUE SHARES</b>   | <b>Ordinary Resolution 6</b> |
| "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 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." |                              |
| 8. <b>AUTHORITY FOR MR LEONG KHAI CHEONG TO CONTINUE OFFICE AS INDEPENDENT DIRECTOR</b>  | <b>Ordinary Resolution 7</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 the Malaysian Code on Corporate Governance."  |                              |
| 9. <b>AUTHORITY FOR MS HENG SU-LING MAE TO CONTINUE OFFICE AS INDEPENDENT DIRECTOR</b>   | <b>Ordinary Resolution 8</b> |
| "THAT, contingent upon the passing of Ordinary Resolution 3, authority be and is hereby given for Ms Heng Su-Ling Mae 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 the Malaysian Code on Corporate Governance."  |                              |
| 10. <b>ELECTION OF DIRECTOR</b>  | <b>Ordinary Resolution 9</b> |
| "THAT Datuk Phang Ah Tong be and is hereby elected as an Independent Non-Executive Director of the Company."   |                              |
| 11. <b>PROPOSED ADOPTION OF A NEW CONSTITUTION OF THE COMPANY</b>  | <b>Special Resolution</b>    |
| "THAT the proposed adoption of a new Constitution of the Company, details as set out in Appendix A accompanying the Annual Report of the Company for the financial year ended 31st December 2017, be and is hereby approved in substitution for and to the exclusion of the whole of the existing Memorandum and Articles of Association thereof."   |                              |

**NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT**

**NOTICE IS HEREBY GIVEN THAT** a final single-tier dividend of 6.5 sen per ordinary share for the financial year ended 31st December 2017, if approved, will be paid on 14th June 2018. The entitlement date for the payment is 1st June 2018.

A depositor shall qualify for entitlement only in respect of:

- Shares transferred into the Depositor's Securities Accounts before 4.00 p.m. on 1st June 2018 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  
25th April 2018

**Notes:**

- In respect of deposited securities, only members whose names appear in the Company's Record of Depositors as at 18th May 2018 shall be eligible to attend, participate, 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. 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. Any termination of a person's authority to act as a proxy shall be notified in writing and received by the Company at the Registered Office before the commencement of this meeting.
- Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all the resolutions set out in the Notice of AGM will be put to vote by way of poll.
- The Audited Financial Statements is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act 2016 ("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) Ordinary Resolution 6 – Authority under Sections 75 and 76 of the Companies Act 2016 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 total number of issued shares of any such shares issued during the preceding twelve (12) months, does not exceed 10% of the total number of issued shares 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 2017 which was not exercised by the Company during the year, will expire at the forthcoming Nineteenth 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) Ordinary Resolution 7 – Authority for Mr Leong Khai Cheong to continue office as Independent Director**

Mr Leong Khai Cheong ("Mr Leong") 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 Malaysian Code on Corporate Governance ("MCCG"). In accordance with the MCCG, the Nomination Committee and Board of Directors of the Company, after having assessed the independence of Mr Leong, consider him to be independent based on amongst others, the following justifications and recommend 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 Main Market Listing Requirements of Bursa Malaysia Securities Berhad;
- 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) Ordinary Resolution 8 – Authority for Ms Heng Su-Ling Mae to continue office as Independent Director**

Ms Heng Su-Ling Mae ("Ms Mae") was appointed as an Independent Non-Executive Director of the Company on 20th November 2008 and has reached the nine (9) years term limit prescribed by the MCCG. In accordance with the MCCG, the Nomination Committee and Board of Directors of the Company, after having assessed the independence of Ms Mae, consider her to be independent based on amongst others, the following justifications and recommend that Ms Mae be retained as an Independent Non-Executive Director of the Company:-

- She has confirmed and declared that she is an Independent Director as defined under Paragraph 1.01 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad;
- She 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;
- She 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 Ms Mae is an important Independent Non-Executive Director in view of her 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 her role as an Independent Non-Executive Director.

**(d) Ordinary Resolution 9 – Election of Datuk Phang Ah Tong as Director of the Company**

This proposed resolution if passed, Datuk Phang Ah Tong will be elected as an Independent Non-Executive Director of the Company. His details are set out in the Statement Accompanying the Notice of Annual General Meeting on page 155 of this Annual Report.

**(e) Special Resolution – Proposed Adoption of New Constitution of the Company**

The proposed Special Resolution, if passed, will align the Constitution with the Companies Act 2016 which came into force on 31st January 2017, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and prevailing laws, guidelines or requirements of the relevant authorities as well as to enhance administrative efficiency and provide greater clarity and consistency throughout.