



**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Third Annual General Meeting of CAREPLUS GROUP BERHAD (“Careplus” or “the Company”) will be held at Tuanku Ja'afar Hall 2, Royal Sungei Ujong Club, 2A, Jalan Dato' Kelana Ma'amor, 70700 Seremban, Negeri Sembilan Darul Khusus on Friday, 21 June 2013 at 11.00 a.m. to transact the following business:-

**AGENDA**

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| 1. To receive the Audited Financial Statements for the financial year ended 31 January 2013 together with the reports of the directors and auditors thereon.                        | Please refer to Note i       |
| 2. To declare a first and final single tier dividend of 0.25 sen per share for the financial year ended 31 January 2013.  | Resolution 1                 |
| 3. To approve the payment of directors' fees for the financial year ended 31 January 2013.  | Resolution 2                 |
| 4. To re-elect the following Directors who retire in accordance with Article 103 of the Company's Articles of Association :   | Resolution 3<br>Resolution 4 |
| i. Mr. Loo Teck Looi  |                              |
| ii. Ms. Yew Yee Peng  |                              |
| 5. To re-appoint Messrs. Crowe Horwath as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration. | Resolution 5                 |

**As Special Business :**

To consider and if thought fit, pass with or without any modifications, the following resolution :

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| 6. <b>ORDINARY RESOLUTION<br/>GENERAL AUTHORITY FOR THE DIRECTORS TO ISSUE SHARES PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965</b> | Resolution 6 |
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“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 allot and issue shares in the Company from time to time at such price, upon such terms and conditions, for such purposes and to such person or persons whomsoever as the Directors may deem fit provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the issued share capital of the Company for the time being AND THAT the Directors be and are also empowered to obtain approval from the 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.”

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| 7. To transact any other business of which due notice shall have been given in accordance with the Companies Act, 1965. |  |
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**NOTICE OF DIVIDEND ENTITLEMENT**

**NOTICE IS ALSO HEREBY GIVEN** that a first and final single tier dividend of 0.25 sen per share in respect of the financial year ended 31 January 2013, if approved by the shareholders at the Annual General Meeting of the Company, will be paid on 31 July 2013 to the shareholders whose names appear in the Record of Depositors of the Company at the close of business on 10 July 2013.

A depositor shall qualify for entitlement to the dividend only in respect of :-

- Shares transferred into the Depositor's Securities Account before 4.00 p.m. on 10 July 2013 in respect of ordinary transfers; and
- Shares bought on the Bursa Malaysia Securities Berhad on a cum-entitlement basis according to the Rules of the Bursa Malaysia Securities Berhad.

By order of the Board

**TEA SOR HUA (MACS 01324)**  
**SHEE PEK HOONG (MAICSA 7052352)**  
Company Secretaries

Petaling Jaya, Selangor Darul Ehsan  
30 May 2013

**Notes:**

- The Agenda No. 1 is meant for discussion only as the provision of Section 169(1) of the Companies Act, 1965 does not require a formal approval of shareholders and hence, is not put forward for voting.
- A member entitled to attend and vote at the meeting is entitled to appoint a proxy or proxies to attend and vote in his stead. A proxy may but need not be a member of the Company and the provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company.
- A shareholder shall be entitled to appoint up to two (2) proxies to attend and vote at the same meeting. Where a shareholder appoints two (2) proxies, he shall specify the proportion of his shareholdings to be represented by each proxy.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing. If the appointor is a corporation, the instrument must be executed under its Common Seal or under the hand of an attorney so authorised.
- The instrument appointing a proxy must be deposited at the registered office of the Company situated at Third Floor, No. 79 (Room A), Jalan SS21/60, Damansara Utama, 47400 Petaling Jaya, Selangor Darul Ehsan, not less than forty-eight (48) hours before the time for holding the meeting or any adjournment thereof.
- The depositors whose names appear in the Record of Depositors as at 13 June 2013 shall be regarded as members and entitled to attend, speak and vote at the Third Annual General Meeting.

**EXPLANATORY NOTES TO SPECIAL BUSINESS**

The Ordinary Resolution proposed under item 6 of the Agenda is a renewal of the general mandate for issuance of shares by the Company under Section 132D of the Companies Act, 1965. This Ordinary Resolution, if passed, is to empower the Directors to issue shares in the Company up to an amount not exceeding in total ten per centum (10%) of the issued share capital of the Company for such purposes as the Directors consider would be in the interest of the Company. This would avoid any delay and cost involved in convening at a general meeting to approve such an issue of shares. This authority will, unless revoked or varied by the Company at a general meeting, expire at the conclusion of the next annual general meeting or the expiration of the period within which the next annual general meeting is required by law to be held, whichever is the earlier.

This general mandate will provide flexibility to the Company for allotment of shares for any possible fund raising activities, including but not limited to further placing of shares, for the purpose of funding future investment project(s), working capital and/or acquisition(s).

As at the date of this Notice, no new shares in the Company were issued pursuant to the general mandate granted to the Directors at the last annual general meeting held on 25 July 2012 and it will lapse at the conclusion of the Third annual general meeting of the Company.