



CARING PHARMACY GROUP BERHAD

(Company No.: 1011859-D)

(Incorporated in Malaysia)

NOTICE IS HEREBY GIVEN that the Third Annual General Meeting of CARING PHARMACY GROUP BERHAD ("Caring" or "the Company") will be held at Langkawi Room, Bukit Jalil Golf and Country Resort, Jalan Jalil Perkasa 3, Bukit Jalil, 57000 Kuala Lumpur on Friday, 16 October 2015 at 11:00 a.m. for the following purposes:

AGENDA

As Ordinary Business

1. To receive the Audited Financial Statements for the financial year ended 31 May 2015 together with the Reports of Directors and Auditors thereon (Please refer to Note A).
2. To approve the payment of Directors' fees for the financial year ended 31 May 2015. (Ordinary Resolution 1)
3. To declare a final tax-exempt single-tier dividend of 2.0 sen per ordinary share in respect of the financial year ended 31 May 2015. (Ordinary Resolution 2)
4. To re-elect the following Directors who retire in accordance with Article 95 of the Company's Articles of Association:-
 - (1) Mr Chong Yeow Siang (Ordinary Resolution 3)
 - (2) Mr Ang Khoon Lim (Ordinary Resolution 4)
5. To approve the re-appointment of retiring Auditors, Messrs Crowe Horwath as Auditors of the Company and to authorise the Directors to fix their remuneration. (Ordinary Resolution 5)

As Special Business

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

6. **Authority to Directors to allot and issue shares pursuant to Section 132D of the Companies Act, 1965** (Ordinary Resolution 6)

"THAT, subject always to the Companies Act, 1965 ("the Act"), the Articles of Association of the Company and approval and requirements of the relevant governmental and/or regulatory authorities (where applicable), the Directors be and are hereby empowered pursuant to Section 132D of the Act to allot and issue new ordinary shares of RM1.00 each in the Company, from time to time and upon such terms and conditions and for such purposes and to such persons whomsoever the Directors may, in their absolute discretion deem fit and expedient in the interest of the Company, provided that the aggregate number of shares to be issued pursuant to this resolution does not exceed ten percent (10%) of the issued and paid-up share capital for the time being of the Company AND THAT such authority shall continue to be in force until the conclusion of the next annual general meeting of the Company."
7. **Proposed authority to the Company to purchase its own ordinary shares up to ten percent (10%) of its issued and paid-up capital** (Ordinary Resolution 7)

"THAT, subject to compliance with the Act, the Memorandum and Articles of Association of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and all other applicable laws, regulations and guidelines and the approvals of all relevant governmental and/or regulatory authorities, the Company be and is hereby authorised to allocate an amount not exceeding the total share premium reserve and retained profit of the Company for the purpose of and to purchase such amount of ordinary shares of RM1.00 each ("Caring Shares") in the Company ("Proposed Share Buy-Back") as may be determined by the Directors of the Company provided that the aggregate number of Caring Shares purchased and/or held as treasury shares pursuant to this resolution does not exceed ten percent (10%) of the total issued and paid-up capital of the Company.

THAT upon completion of the purchase by the Company of its own shares, the Directors are authorized to deal with the Caring Shares in the following manner:-

 - (i) cancel the Caring Shares so purchased; or
 - (ii) retain the Caring Shares so purchased as treasury shares; or
 - (iii) retain part of Caring Shares so purchased as treasury shares and cancel the remainder; or
 - (iv) if held as treasury shares, to resell the treasury shares on Bursa Securities and/or distribute the treasury shares as dividends to the Company's shareholders and/or subsequently cancel the treasury shares or any combination thereof;

and in any other manner as prescribed by the Act, rules, regulations and orders made pursuant to the Act and the requirements of Bursa Securities and any other relevant authority for the time being in force.

AND THAT the authority conferred by this resolution will commence immediately upon the passing of this resolution and will continue to be in full force until:

 - (i) the conclusion of the next annual general meeting of the Company following the general meeting at which this resolution was passed at which time it shall lapse unless by an ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions; or
 - (ii) the expiration of the period within which the next annual general meeting after that date is required by law to be held; or
 - (iii) revoked or varied by an ordinary resolution passed by the shareholders in a general meeting;

whichever is the earliest and the Directors and/or any of them be and are hereby authorized to complete and do all such acts and things deem fit and expedient in the interest of the Company to give full effect to the Proposed Share Buy-Back contemplated and/or authorized by this resolution."
8. To transact any other ordinary business of which due notice shall have been given.

NOTICE OF ENTITLEMENT DATE AND DIVIDEND PAYMENT

NOTICE IS ALSO HEREBY GIVEN THAT the proposed final tax-exempt single-tier dividend of 2.0 sen per ordinary share in respect of the financial year ended 31 May 2015, if approved, will be paid on 13 November 2015 to depositors registered in the Record of Depositors of the Company at the close of business on 15 October 2015.

A depositor shall qualify for entitlement only in respect of:

- (a) Shares transferred into the Depositor's Securities Account on or before 4.00 p.m. on 15 October 2015 in respect of ordinary transfers; and
- (b) 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

PANG KAH MAN (MIA 18831)

Company Secretary

Kuala Lumpur
23 September 2015

NOTES:-

(A) This Agenda item 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 and hence, is not put forward for voting.

1. Only depositors whose names appear in the Record of Depositors as at 08 October 2015 shall be regarded as members and be entitled to attend, speak and vote at the Meeting.
2. A member shall be entitled to appoint more than one (1) proxy to attend and vote at the same meeting on a show of hands or on a poll in his stead provided that the provisions of Section 149(1)(c) of the Act are complied with. There shall be no restriction as to the qualification of the proxy.
3. 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.
4. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportion of his shareholdings to be represented by each proxy.
5. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing. If the appointer is a corporation, the instrument must be executed under its Common Seal or under the hand of an attorney so authorised.
6. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney, must be deposited at the Registered Office of the Company at 3-2, 3rd Mile Square, No. 151 Jalan Kelang Lama, Batu 3½, 58100 Kuala Lumpur not less than forty eight (48) hours before the time appointed for holding this meeting or any adjournment thereof.

EXPLANATORY NOTES ON SPECIAL BUSINESS

1. Ordinary Resolution no. 6

Authority to Allot and Issue Shares pursuant to Section 132D of the Companies Act, 1965

The proposed Ordinary Resolution no. 6 under Item 6, if passed, will grant general mandate ("General Mandate") and empower the Directors of the Company, from the date of the forthcoming Annual General Meeting to allot and issue shares in the Company up to an amount not exceeding in total ten percent (10%) of the issued and paid-up capital of the Company for the time being for such purposes as they may think fit and in the interest of the Company. This authority, unless revoked or varied at a general meeting, shall continue to be in full force until the conclusion of the next Annual General Meeting of the Company.

The mandate now sought is a renewal from the previous mandate obtained during the previous Annual General Meeting held on 27 November 2014 which will expire at the conclusion of the forthcoming Annual General Meeting.

As at the date of this Notice, no new shares were being issued by the Company pursuant to the previous mandate granted to the Directors since the previous Annual General Meeting held on 27 November 2014.

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

2. Ordinary Resolution no. 7

Proposed authority for purchase of own shares by the Company

The proposed Ordinary Resolution no. 7 under Item 7, if passed, will allow the Board of Directors to exercise the power of the Company to purchase not more than ten percent (10%) of the issued and paid-up share capital of the Company at any time within the time period stipulated in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. This authority, unless revoked or varied by the Company at a general meeting, shall continue to be in full force until the conclusion of the next annual general meeting of the Company.

Further details are set out in the Circular to Shareholders dated 23 September 2015.

STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

(Pursuant to Paragraph 8.27(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad)

DETAILS OF INDIVIDUAL WHO IS STANDING FOR ELECTION AS DIRECTOR

No individual is seeking election as a Director at the Third Annual General Meeting of the Company.