



APEX HEALTHCARE BERHAD

(Company No.: 473108-T)

(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN an Extraordinary General Meeting of Apex Healthcare Berhad ("AHB" or the "Company") will be at Bunga Melati Room, 7th Floor, Ramada Plaza Melaka, Jalan Bendahara, 75100 Melaka on Wednesday, 18 May 2016 at 10.00 a.m. for the purpose of considering and if thought fit, passing with or without modifications the following resolutions:-

ORDINARY RESOLUTION 1

PROPOSED ESTABLISHMENT OF AN EXECUTIVE SHARE OPTION SCHEME ("ESOS") OF UP TO 10% OF THE ISSUED AND PAID-UP SHARE CAPITAL OF AHB ("PROPOSED ESOS")

"THAT, subject to the approvals of the relevant authorities for the Proposed ESOS, including the approval from Bursa Malaysia Securities Berhad ("Bursa Securities") for the listing of and quotation for the new ordinary shares of RM1.00 each in AHB ("AHB Share(s)") to be issued arising from the exercise of the options granted under the Proposed ESOS ("ESOS Option(s)", having been obtained and to the extent permitted by law and the Memorandum and Articles of Association of the Company, the Directors of the Company be and are hereby authorised:-

- (a) to establish, implement and administer the Proposed ESOS in accordance with the bylaws of the Proposed ESOS ("Bylaws"), a draft of which is set out in Appendix I of the Circular to Shareholders of the Company dated 25 April 2016 ("Circular") and for such purpose and the utilisation of proceeds as disclosed in Section 3 of the Circular, to approve and adopt the Bylaws and to give effect to the Proposed ESOS with full power to assent to any conditions, variations, modifications and/ or amendments as may be required by the relevant authorities;
- (b) to make the necessary applications and do all things necessary at the appropriate time or times to Bursa Securities for the listing of and quotation for the new AHB Shares which may from time to time be allotted and issued arising from the exercise of the ESOS Options;
- (c) to allot and issue such number of new AHB Shares from time to time as may be required arising from the exercise of the ESOS Options, provided always that the total number of new AHB Shares which may be made available under the Proposed ESOS shall not in aggregate exceed 10% of the issued and paid-up share capital of the Company (excluding treasury shares, if any) at any point of time during the existence of the Proposed ESOS and such new AHB Shares to be issued arising from the exercise of the ESOS Options shall, upon allotment and issuance, rank *pari passu* in all respects with the existing issued and paid-up AHB Shares, except that the new AHB Shares will not be entitled to any dividends, rights, allotment and/ or other forms of distribution ("Distribution") that may be declared, made or paid to shareholders, for which the entitlement date for the Distribution precedes the date of allotment of the new AHB Shares pursuant to the Proposed ESOS;
- (d) to modify and/ or amend the Proposed ESOS and/ or the Bylaws from time to time provided that such modifications and/ or amendments are permitted and effected in accordance with the provisions of the Bylaws relating to modifications and/ or amendments; and
- (e) to do all such acts and things, take such steps, execute all such documents and enter into all such arrangements, agreements, deeds and/ or undertakings with any party(ies) as they may deem fit, necessary, expedient and/ or appropriate in order to finalise, implement and/ or give full effect to the Proposed ESOS and terms of the Bylaws with full power to assent to any terms, conditions, modifications, variations and/ or amendments as may be agreed to or required by any relevant authorities or as a consequence of any such requirement as may be deemed necessary and/ or expedient and in the best interest of the Company."

ORDINARY RESOLUTION 2

PROPOSED GRANTING OF ESOS OPTIONS TO DR. KEE KIRK CHIN

"THAT, subject to the passing of Ordinary Resolution 1 and the approvals of the relevant authorities for the Proposed ESOS, including the approval from Bursa Securities for the listing of and quotation for the new AHB Shares to be issued arising from the exercise of the ESOS Options, having been obtained, approval be and is hereby given to the Board of Directors of the Company, at any time and from time to time throughout the duration of the Proposed ESOS, to offer and grant to Dr. Kee Kirk Chin, the Chairman and Chief Executive Officer of the Company, and a person connected with the Interested Director and Major Interested Shareholders as set out in Section 9 of the Circular, ESOS Options to subscribe for new AHB Shares under the Proposed ESOS subject always to the following:-

- (a) he must not participate in the deliberation or discussion of his own allocation; and
- (b) the allocation to him must not exceed 10% of the total number of new AHB Shares to be issued under the Proposed ESOS if he, either singly or collectively through persons connected with him, holds 20% or more of the issued and paid-up share capital of the Company (excluding treasury shares, if any),

and subject always to such terms and conditions and/ or any adjustments which may be made in accordance with the provisions of the Bylaws of the Proposed ESOS, the Main Market Listing Requirements of Bursa Securities, or any prevailing guidelines issued by Bursa Securities or any other relevant authority, as amended from time to time."

By Order of the Board

Chiew Woon Wui (MIA 20586)

Chan Yoke Peng (MAICSA 7053966)

Company Secretaries

Melaka

25 April 2016

Notes:-

- (i) *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, speak and vote on his/ her behalf.*
- (ii) *A member of the Company who is entitled to attend, speak 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, speak and vote in its stead.*
- (iii) *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/ she shall specify the proportions of his/ her shareholdings to be represented by each proxy.*
- (iv) *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.*
- (v) *The instrument appointing a proxy shall be in writing under the hand of the appointer or his/ her attorney duly authorised in writing or if the appointer is a corporation, either under its common seal or under the hand of an officer or attorney duly authorised in writing.*
- (vi) *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, not less than forty-eight (48) hours before the time set for holding this meeting or at any adjournment thereof.*