



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

**NOTICE OF TWENTIETH ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Twentieth Annual General Meeting ("AGM") of Apex Healthcare Berhad ("the Company" or "AHB") will be held at Bunga Melati Room, 7th Floor, Ramada Plaza Melaka, Jalan Bendahara, 75100 Melaka, Malaysia on Thursday, 23rd May 2019 at 9.00 a.m., for the following purposes:-

**As Ordinary Business**

- To receive the Audited Financial Statements for the financial year ended 31st December 2018 together with the Directors' and Auditors' Reports thereon.
- To approve a final single-tier dividend of 7 sen per ordinary share for the financial year ended 31st December 2018.
- To approve the payment of Directors' fees of RM596,745 for the financial year ended 31st December 2018.
- To re-elect Mr Robert Dobson Millner who retires by rotation pursuant to Clause 95 of the Constitution of the Company.
- To re-elect Datuk Phang Ah Tong who retires pursuant to Clause 102 of the Constitution of the Company.
- To re-appoint Messrs Ernst & Young as the Auditors of the Company and to authorise the Directors to fix their remuneration.

**(Note 10)**  
**Ordinary Resolution 1**  
**Ordinary Resolution 2**  
**Ordinary Resolution 3**  
**Ordinary Resolution 4**  
**Ordinary Resolution 5**

**As Special Business**

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

**7. AUTHORITY UNDER SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016 FOR THE DIRECTORS TO ALLOT AND ISSUE SHARES**

**Ordinary Resolution 6**

"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. AUTHORITY FOR MS HENG SU-LING MAE TO CONTINUE OFFICE AS INDEPENDENT DIRECTOR**

**Ordinary Resolution 7**

"THAT 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."

**9. PROPOSED BONUS ISSUE OF UP TO 358,929,279 NEW ORDINARY SHARES IN THE COMPANY ("AHB SHARE(S)" OR "SHARE(S)") ("BONUS SHARE(S)") ON THE BASIS OF 3 BONUS SHARES FOR EVERY 1 EXISTING AHB SHARE HELD ON AN ENTITLEMENT DATE TO BE DETERMINED LATER ("PROPOSED BONUS ISSUE")**

**Ordinary Resolution 8**

"THAT subject to all approvals being obtained from the relevant regulatory authorities and parties (if required), authority be and is hereby given to the Board of Directors of the Company ("Board") to issue up to 358,929,279 Bonus Shares in the share capital of the Company credited to the entitled shareholders whose names appear in the Record of Depositors of the Company as at the close of business at 5.00 p.m. on the entitlement date to be determined later on the basis of 3 Bonus Shares for every 1 existing AHB Share held by such shareholders on that date ("Proposed Bonus Issue");

THAT the fractional entitlements of the Bonus Shares arising from the Proposed Bonus Issue, if any, shall be dealt with by the Board in such manner as it may in its absolute discretion deem expedient and in the best interest of the Company;

THAT the Bonus Shares shall, upon allotment and issuance, rank *pari passu* in all respects with the then existing AHB Shares, save and except that the Bonus Shares shall not be entitled to any dividends, rights, allotments and/or other distributions which may be declared, made or paid to shareholders of the Company, the entitlement date of which precedes the date of allotment and issuance of the Bonus Shares;

*The entitlement date for the Proposed Bonus Issue will be fixed after the entitlement date for the proposed final single-tier dividend of 7 sen per ordinary share for the financial year ended 31st December 2018 ("Proposed Final Dividend"), and as such, the Bonus Shares will not be entitled to the Proposed Final Dividend.*

AND THAT the Board be and is hereby authorised to sign and execute all documents to give effect to the Proposed Bonus Issue with full power to assent to any conditions, modifications, variations and/or amendments in any manner as may be required or imposed by the relevant authorities and to take all steps and do all acts and things in the manner as the Board may consider necessary or expedient in order to implement, finalise and give full effects to the Proposed Bonus Issue."

**NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT**

**NOTICE IS HEREBY GIVEN** that a final single-tier dividend of 7 sen per ordinary share for the financial year ended 31st December 2018, if approved, will be paid on 14th June 2019. The entitlement date for the payment is 3rd June 2019.

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

- Shares transferred into the Depositor's Securities Accounts before 4.00 p.m. on 3rd June 2019 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  
24th April 2019

**Notes:**

- In respect of deposited securities, only members whose names appear in the Company's Record of Depositors as at **15th May 2019** 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 ("Proxy Form") 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 Proxy Form may also be submitted to the Registered Office of the Company by fax at 06-3370 570 or e-mail to enquiry@apexpharmacy.com.my, but the **original Proxy Form** must be deposited at the Registered Office of the Company, 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.
- Mr Leong Khai Cheong retires pursuant to Clause 95 of the Constitution of the Company at the Twentieth AGM of the Company. He has expressed that he does not wish to seek re-election at the Twentieth AGM, and therefore shall retire at the conclusion of the Twentieth AGM.
- 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 2018 which was not exercised by the Company during the year, will expire at the forthcoming Twentieth 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 Ms Heng Su-Ling Mae to continue office as Independent Director**

Ms Heng Su-Ling Mae ("Ms Heng") 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 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 Ms Heng, consider her to be independent based on amongst others, the following justifications and recommend that Ms Heng 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 Heng 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.

**(c) Ordinary Resolution 8 – Proposed Bonus Issue**

The Board of Directors ("Board") of the Company proposed to undertake the Proposed Bonus Issue to reward the existing shareholders of the Company in the form of Bonus Shares for their loyalty and continuing support.

- The Proposed Bonus Issue serves to:-
- increase the number of AHB Shares held by the Company's shareholders at no cost to be incurred by the shareholders, while maintaining their percentage of equity shareholding held in the Company;
  - potentially result in an improved trading liquidity of the AHB Shares traded in the market at an affordable share price without affecting the size of the market capitalisation of the Company; and
  - encourage greater participation by investors as well as potentially broadening the shareholder base of the Company.

In addition, the implementation of the Proposed Bonus Issue via the adoption of the enhanced bonus issue framework and without capitalisation of the Company's reserves is not expected to affect the Company's reserves and total net assets of the Company; thus, allowing the Board to preserve the Company's reserves with the aim to ensure that the Company has sufficient reserves to facilitate any future dividend payment of the Company.

Details of the Proposed Bonus Issue are set out in the Circular to Shareholders dated 24th April 2019 which is dispatched together with the Annual Report of the Company for the financial year ended 31st December 2018.