



CAREPLUS GROUP BERHAD

(Company No.: 896134-D)
(Incorporated in Malaysia)

NOTICE OF NINTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Ninth Annual General Meeting ("AGM" or "the Meeting") of CAREPLUS GROUP BERHAD ("the Company") will be held at D' Tempat Country Club, Jalan Pusat Dagangan Sendayan 1, 71950 Bandar Sri Sendayan, Negeri Sembilan Darul Khusus on Wednesday, 12 June 2019 at 11:00 a.m. to transact the following businesses:-

AGENDA

AS ORDINARY BUSINESS :

- To receive the Audited Financial Statements for the financial year ended 31 December 2018 together with the Reports of the Directors and Auditors thereon. *Please refer to Explanatory Note 1*
- To approve the payment of Directors' fees and/or benefits of RM56,500.00 for the financial year ended 31 December 2018. *Ordinary Resolution 1*
- To approve the payment of Directors' fees and/or benefits of up to RM334,000.00 for the financial year ending 31 December 2019. *Ordinary Resolution 2*
- To re-elect the following Directors who retire by rotation pursuant to Clause 103 of the Company's Constitution:-
 - Mr. Loo Teck Looi *Ordinary Resolution 3*
 - Ms. Yew Yee Peng *Ordinary Resolution 4*
- To re-elect the following Directors who retire pursuant to Clause 106 of the Company's Constitution:-
 - Mr. Ooi Leng Chooi *Ordinary Resolution 5*
 - Dr. Yee Chow Boi *Ordinary Resolution 6*
- To re-appoint Messrs. Deloitte PLT as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration. *Ordinary Resolution 7*

AS SPECIAL BUSINESS :

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

- GENERAL AUTHORITY FOR THE DIRECTORS TO ALLOT AND ISSUE SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016** *Ordinary Resolution 8*
 "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 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 ten per centum (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 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."
- PROPOSED AMENDMENTS TO THE CONSTITUTION OF THE COMPANY** *Special Resolution*
 "THAT approval be and is hereby given to alter or amend the whole of the existing Constitution of the Company by the replacement thereof with a new Constitution of the Company as set out in "Appendix A" with immediate effect AND THAT the Directors and/or the Secretary of the Company be authorised to assent to any conditions, modifications and/or amendments as may be required by any relevant authorities, and to do all acts and things and take all such steps as may be considered necessary to give full effect to the foregoing."
- To transact any other business of which due notice shall have been given.

By order of the Board

TEA SOR HUA (MACS 01324)

Company Secretary

Petaling Jaya, Selangor Darul Ehsan

30 April 2019

Notes:

- A member who is entitled to attend, participate, speak and vote at the Meeting shall be entitled to appoint up to two (2) proxies to attend, participate, speak and vote at the Meeting in his/her stead. Where a member appoints two (2) proxies, he/she shall specify the proportion of his/her shareholdings to be represented by each proxy.
- For the purpose of determining a member who shall be entitled to attend the Meeting, the Company will be requesting Bursa Malaysia Depository Sdn. Bhd. in accordance with Clause 66(b) of the Company's Constitution to issue a General Meeting Record of Depositors as at 4 June 2019. Only members whose names appear in the General Meeting Record of Depositors as at 4 June 2019 shall be regarded as members and entitled to attend, participate, speak and vote at the Meeting.
- A proxy may but need not be a member of the Company. A proxy appointed to attend and vote at the Meeting shall have the same rights as the member to speak at the Meeting.
- In writing or, if the appointor is a corporation, either under the seal or under the hand of an officer or attorney duly authorised.
- Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint not more than two (2) proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
- Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) 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 appointment of multiple proxies shall not be valid unless the proportion of its shareholdings represented by each proxy is specified.
- To be valid, the instrument appointing a proxy must be deposited at the office of the Share Registrar of the Company at Level 6, Symphony House, Pusat Dagangan Dana 1, Jalan PJU 1A/46, 47301 Petaling Jaya, Selangor Darul Ehsan, not less than forty-eight (48) hours before the time for holding the Meeting or adjourned meeting at which the person named in the instrument proposes to vote.
- All the resolutions set out in this Notice of the Meeting will be put to vote by poll.

EXPLANATORY NOTES TO ORDINARY BUSINESS AND SPECIAL BUSINESS

- Item 1 of the Agenda – Audited Financial Statements for the financial year ended 31 December 2018**
 This Agenda is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act 2016 does not require a formal approval of shareholders for the Audited Financial Statements. Hence, this Agenda is not put forward for voting.
- Item 2 of the Agenda – Directors' Fees and Benefits for the financial year ended 31 December 2018 ("FYE 2018")**
 The shareholders approved the Directors' fees and benefits of RM244,000.00 for the FYE 2018 at the Eight Annual General Meeting of the Company held on 30 May 2018 ("8th AGM"). The amount of RM56,500.00 represents the shortfall of the amount approved by the shareholders due to the additional Directors who were appointed to the Board during the FYE 2018.
- Item 3 of the Agenda – Directors' Fees and Benefits**
 The Directors' fees and benefits are calculated based on the current Board size and number of scheduled Board and Committee meetings. This resolution is to facilitate payment of Directors' fees and benefits for the financial year ending 31 December 2019. In the event the proposed amount is insufficient due to more meetings or enlarged Board size, approval will be sought at the next AGM for such shortfall.
- Item 7 of the Agenda – General Authority for the Directors to allot and issue shares pursuant to Sections 75 and 76 of the Companies Act 2016**
 The Ordinary Resolution 8 is a renewal of the general mandate for issuance and allotment of shares by the Company pursuant to Sections 75 and 76 of the Companies Act 2016. 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 total number of issued shares 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 a general meeting to approve the issuance and allotment of such shares. This authority, unless revoked or varied by the Company at a general meeting, will expire at the conclusion of the next AGM or the expiration of the period within which the next AGM is required by law to be held, whichever is earlier.
 This general mandate will provide flexibility to the Company for issuance and allotment of shares for any possible fund-raising activities, including but not limited to further placing of shares, for the allotment of funding future investment project(s), working capital and/or acquisition(s).
 Pursuant to the mandate granted to the Directors at the 8th AGM (which will lapse at the conclusion of the Ninth AGM), a total of 25,000,000 new ordinary shares at an issue price of RM0.215 per share were issued by the Company via a private placement exercise.
- Item 8 of the Agenda – Proposed Amendments to the Constitution of the Company**
 The Special Resolution proposed under item 8 of the Agenda in relation to the proposed amendments to the existing Constitution of the Company are made mainly for the following purposes:-
 - To ensure compliance with the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad; and
 - To provide clarity and consistency with the amendments that arise from the Companies Act 2016 and other relevant regulatory provisions.
 This Special Resolution if passed, will allow the Company to alter or amend the whole of the existing Constitution by the replacement with the proposed new Constitution as per "Appendix A" in accordance with Section 36(1) of the Companies Act 2016. The "Appendix A" on the proposed new Constitution of the Company, which is circulated together with the Notice of Ninth AGM dated 30 April 2019, shall take effect once the special resolution has been passed by a majority of not less than seventy-five per centum (75%) of such members who are entitled to vote and do vote in person or by proxy at the Ninth AGM.