



**CARING PHARMACY GROUP BERHAD**  
(Company No. 1011859-D) (Incorporated in Malaysia)

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the Seventh (7<sup>th</sup>) 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 Wednesday, 30 October 2019 at 10.30 a.m. for the purpose of transacting the following businesses:

- To receive the Audited Financial Statements for the financial year ended 31 May 2019 together with the Reports of the Directors and Auditors thereof (Please refer to Explanatory Note 1)
  - To approve the payment of the Final Single Tier Tax Exempt Dividend of 6.0 sen per share in respect of the financial year ended 31 May 2019. (Ordinary Resolution 1)
  - To approve the payment of Directors' fees of up to RM420,000 for the financial year ending 31 May 2020 to be divided amongst the Directors in such manner as the Directors may determine and other benefits payable of up to RM72,000 or the period commencing from 30 October 2019 up to the next Annual General Meeting of the Company. (Ordinary Resolution 2)
  - To re-elect the following Directors who retire pursuant to Article 95 of the Company's Articles of Association :  
(a) Chong Yeow Siang (Ordinary Resolution 3)  
(b) Ang Khoo Lim (Ordinary Resolution 4)
  - To re-appoint Messrs BDO PLT as Auditors of the Company for the ensuing year 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:
- Proposed Renewal of Authority to Allot Shares Pursuant to Sections 75 and 76 of the Companies Act, 2016** (Ordinary Resolution 6)  
THAT pursuant to Sections 75 and 76 of the Companies Act, 2016 and subject to the approvals of the relevant governmental/ regulatory authorities, the Directors be and are hereby empowered to issue shares in the capital of the Company from time to time and upon such terms and conditions and for such purposes as the Directors, may in their absolute discretion 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 hereby also empowered to obtain approval from the Bursa Malaysia Securities Berhad for the listing and quotation of the additional shares so issued and that such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company.
  - Proposed Renewal of Share Buy-Back Authority for the Purchase of its Own Ordinary Shares ("Proposed Share Buy-Back Authority"** (Ordinary Resolution 7)  
THAT subject to the compliance with Section 127 of the Companies Act, 2016 ("the Act") and all other applicable laws, rules and regulations, approval be and is hereby given to the Company, to purchase such amount of ordinary shares in the Company as may be determined by the Directors of the Company from time to time through Bursa Malaysia Securities Berhad ("Bursa Securities") as the Directors may deem fit and expedient in the interest of the Company provided that the aggregate number of shares to be purchased and held pursuant to this resolution does not exceed 10% of the existing issued share capital of the Company including the shares previously purchased and retained as treasury shares (if any) and the maximum funds to be allocated by the Company for the purpose of purchasing its own shares shall not exceed the total retained profits of the Company, upon such terms and conditions as set out in the Statement to Shareholders dated 30 September 2019.  
AND THAT such authority shall commence immediately upon the passing of this Ordinary Resolution and until the conclusion of the next AGM of the Company or the expiry of the period within which the next AGM is required by law to be held unless revoked or varied by Ordinary Resolution in the general meeting of the Company but so as not to prejudice the completion of a purchase made before such expiry date, in any event in accordance with the provisions of the Main Market Listing Requirements of Bursa Securities ("Listing Requirements") and any other relevant authorities.  
AND THAT authority be and is hereby given to the Directors of the Company to decide in their absolute discretion to retain the ordinary shares in the Company so purchased by the Company as treasury shares and/or to cancel them and/or to resell them and/or to distribute them as share dividends in such manner as may be permitted and prescribed by the provisions of the Listing Requirements and any other relevant authorities.  
AND THAT authority be and is hereby given to the Directors of the Company to take all such steps as are necessary to enter into any agreements, arrangements and guarantees with any party or parties to implement, finalise and give full effect to the aforesaid with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments (if any) as may be imposed by the relevant authorities and to do all such acts and things as the Directors may deem fit and expedient in the interests of the Company.
  - Proposed Adoption of New Constitution of the Company ("Proposed Adoption")** (Special Resolution)  
THAT approval be and is hereby given for the Company to alter or amend the whole of the existing Memorandum and Articles of Association of the Company by the replacement thereof with a new Constitution of the Company as set out in Appendix I of the Circular to Shareholders dated 30 September 2019 with immediate effect.  
AND THAT the Board be and are hereby empowered and authorised to do all acts, deeds and things and to execute, sign, deliver and cause to be delivered on behalf of the Company all such documents (including, without limitation, the affixing of the Company's common seal, where necessary) as the Board may consider necessary, expedient or relevant to give effect to and complete the Proposed Adoption with full power to assent to any conditions, modifications, variations and/or amendments in any manner as may be required by the relevant authorities or as the Board may deem necessary or expedient in order to implement, finalise and give full effect to the Proposed Adoption.
  - To transact any other ordinary business of the Company for which due notice shall have been given.

**BY ORDER OF THE BOARD**  
**Chong Voon Wah (MAICSA 7055003)**  
Thai Kian Yau (MIA 36921)  
Company Secretaries  
Kuala Lumpur  
Date: 30 September 2019

**NOTES ON APPOINTMENT OF PROXY**

- A member entitled to attend and vote at the general meeting may appoint up to two (2) proxies to attend and vote in his stead. A proxy may but need not be a member of the Company.
- The Form of Proxy must be signed by the appointor or his attorney duly authorised in writing or in the case of a corporation, be executed under its common seal or under the hand of its officer, attorney or other person duly authorised in writing.
- Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportion of his holdings to be represented by each proxy.
- Where a member of the Company is an exempt authorised nominee defined under the Central Depositories Act which is exempted from compliance with the provision of subsection 25A(1) of the Central Depositories Act 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 Form of Proxy or other instruments of appointment must be deposited at the Company's Share Registrar Office at Berjaya Registration Services Sdn Bhd, Lot 10-04A & 10-04B, Level 10, West Berjaya Times Square, No. 1 Jalan Imbi, 55100 Kuala Lumpur not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument, proposes to vote or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll.
- For the purpose of determining a member who shall be entitled to attend the meeting, only a member whose name appear in the Record of Depositors as at 22 October 2019 will be entitled to attend, speak and vote at the said meeting or appoint proxies to attend, speak and vote on his stead.
- Pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all the resolutions set out above will be put to vote by way of poll.

**EXPLANATORY NOTES:**

- Audited Financial Statements for the Financial Year Ended 31 May 2019**  
The Agenda No. 1 is meant for discussion only as Section 340(1)(a) of the Companies Act, 2016 provide that the audited financial statements are to be laid in the general meeting and does not require a formal approval of the shareholders. Hence, this Agenda item is not put forward for voting.
- Ordinary Resolution 2 : To Approve the Payment of Directors' Fees and Other Benefits Payable**  
The Directors' benefits payable comprises of meeting attendance allowances, travelling allowances and other claimable benefits.  
In determining the estimated total amount of Directors' benefits, the Board has considered various factors, among others, the estimated claimable benefits and estimated number of meetings for the Board and its Committees held for the period commencing from 30 October 2019 until the next Annual General Meeting for the Company.
- Ordinary Resolution 6 : Proposed Renewal of Authority to Allot Shares Pursuant to Sections 75 and 76 of the Companies Act, 2016**  
The Proposed Ordinary Resolution 6, if passed, is a renewal of General Mandate to empower the Directors to issue and allot shares up to an amount not exceeding 10% of the issued share capital of the Company for the time being for such purposes as the Directors consider would be in the best interest of the Company. This authority, unless revoked or varied by the Company at a General Meeting, will expire at the next Annual General Meeting.  
The General Mandate will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for the purpose of funding future investment project(s) workings capital and/or acquisitions.  
As at the date of this Notice, the Company has not issued any new shares pursuant to the General Mandate granted to the Directors at the Sixth (6th) Annual General Meeting held on 30 October 2018 and which will lapse at the conclusion of the Seventh (7th) Annual General Meeting. A renewal of this General Mandate is being sought at the Seventh (7th) Annual General Meeting under the proposed Ordinary Resolution 6.
- Ordinary Resolution 7 : Proposed Renewal of Share Buy-Back Authority for the Purchase of its Own Ordinary Shares**  
The Proposed Ordinary Resolution 7, if passed, will empower the Company to purchase its own ordinary shares of up to 10% of the total issued share capital of the Company for the time being by utilising the funds allocated out of the retained profits of the Company. This authority, unless renewed or revoked or varied by the Company at a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company or the expiration of the period within which the next Annual General Meeting after that date is required by the law to be held, whichever occurs first.
- Special Resolution : Proposed Adoption of New Constitution of the Company ("Proposed Adoption")**  
The Proposed Adoption is primarily for the purpose of streamlining the Constitution to be in line with the Companies Act, 2016 which came into force on 31 January 2017, the Listing Requirements, the prevailing statutory and regulatory requirements as well as to update the existing Memorandum and Articles of Association of the Company, where relevant, to render consistency throughout in order to facilitate and further enhance administrative efficiency. The proposed new Constitution is set out in Appendix I of the Circular to Shareholders dated 30 September 2019.
- Annual Report**  
The Annual Report for the financial year ended 31 May 2019 is in CD-ROM format. Printed copy of the Annual Report shall be provided to the shareholders upon request within 4 market days from the date of receipt of the written request. A copy of the Annual Report can also be downloaded at [www.caring2u.com](http://www.caring2u.com).  
Shareholders who wish to receive the printed Annual Report and who require assistance in viewing the CD-ROM, kindly fax to Berjaya Registration Services Sdn. Bhd. at fax no. 03-21459702 or email your request to [brssbsu@gmail.com](mailto:brssbsu@gmail.com).

**NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT**

**NOTICE IS ALSO HEREBY GIVEN THAT** the Final Single Tier Tax Exempt Dividend of 6.0 sen per share in respect of the financial year ended 31 May 2019, if approved by shareholders at the forthcoming Annual General Meeting, will be payable on 20 November 2019 to the shareholders whose names appear in the Record of Depositors of the Company at the close of business on 22 October 2019.

A Depositor shall qualify for entitlement only in respect of:

- shares transferred to the Depositor's Securities Account before 4.00 p.m. on 22 October 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.

**STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING**

As at date of this notice, there are no individuals who are standing for election as Directors (excluding the above Directors who are standing for re-election) at this forthcoming Annual General Meeting.

The Company will seek shareholders' approval on the general mandate for issue of securities in accordance with Paragraph 6.03 (3) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. Please refer to the proposed Ordinary Resolution 6 as stated in the Notice of Annual General Meeting of the Company for the details.