



CAREPLUS GROUP BERHAD

(Registration No.: 201001011474 (896134-D))
(Incorporated in Malaysia)

NOTICE OF TENTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Tenth Annual General Meeting of CAREPLUS GROUP BERHAD ("the Company") will be held fully virtual and entirely via remote participation and voting at the Broadcast Venue: Lot 120 & 121, Jalan Senawang Industrial Estate, 70450 Seremban, Negeri Sembilan on Wednesday, 8 July 2020 at 11:00 a.m. to transact the following businesses:-

A G E N D A

AS ORDINARY BUSINESS:

- To receive the Audited Financial Statements for the financial year ended 31 December 2019 together with the Reports of the Directors and Auditors thereon.
- To approve the payment of Directors' fees and/or benefits of up to RM408,000.00 for the period from 1 January 2020 until the next Annual General Meeting of the Company.
- To re-elect the following Directors who retire by rotation pursuant to Clause 85 of the Company's Constitution:-
 - Foong Kuan Ming
 - Lim Kwee Shyan
- To re-appoint Messrs. Deloitte PTL as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration.

Please refer to
Explanatory Note 1
(Ordinary Resolution 1)

(Ordinary Resolution 2)
(Ordinary Resolution 3)
(Ordinary Resolution 4)

AS SPECIAL BUSINESS:

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

5. RETENTION OF AN INDEPENDENT NON-EXECUTIVE DIRECTOR

"THAT subject to the passing of Ordinary Resolution 2, Mr. Foong Kuan Ming who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, be and is hereby retained as an Independent Non-Executive Director of the Company."

(Ordinary Resolution 5)

6. GENERAL AUTHORITY FOR THE DIRECTORS TO ALLOT AND ISSUE SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016

"THAT subject always to the Constitution of the Company, the Companies Act 2016 ("Act"), the ACE Market Listing Requirements ("Listing Requirements") of Bursa Malaysia Securities Berhad ("Bursa Securities") and the approvals of the relevant governmental/ regulatory authorities, where required, the Directors of the Company, be and are hereby authorised and empowered pursuant to Sections 75 and 76 of the Act, to issue and allot shares in the Company to such persons, at any 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 to be issued does not exceed twenty per centum (20%) of the total number of issued shares of the Company (excluding treasury shares) at any point of time AND THAT the Directors be and also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Securities AND THAT such authority shall continue in force until the conclusion of the next AGM."

(Ordinary Resolution 6)

7. PROPOSED AMENDMENTS TO THE CONSTITUTION OF THE COMPANY

"THAT the proposed amendments to the Constitution of the Company as set out below, be approved and adopted AND THAT the Directors and/or Secretary of the Company be authorised to take all steps as are necessary and expedient in order to implement, finalise and give full effect to the said proposed amendments for and on behalf of the Company:-

Special Resolution

Clause No.	Existing Clause	Clause No.	Proposed Clause
61	The meeting of its Members may be held at more than one venue using any technology or method that allows the Members of the Company to participate and to exercise their rights to speak and vote at the meeting, and using any available technology to provide notice, conduct and record or facilitate voting at that meeting or any adjournment of that meeting of members subject to rules, regulations and laws prevailing. The main venue of the meeting shall be in Malaysia and the Chairman shall be present at the main venue of the meeting.	61	The meeting of its Members may be held by fully virtual or hybrid at more than one venue using any technology or method that allows the Members of the Company to participate and to exercise their rights to speak and vote at the meeting, and using any available technology to provide notice, conduct and record or facilitate voting at that meeting or any adjournment of that meeting of members subject to rules, regulations and laws prevailing. The main venue of the meeting shall be in Malaysia and subject to Clause 69 , the Chairman shall be present at the main venue of the meeting. For fully virtual general meeting, the broadcast venue shall be the main venue of the meeting and all the provisions of this Constitution as to meetings of Members shall also apply to such fully virtual general meeting.
80	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 or authority, shall be deposited at the Office or at such other place within Malaysia as is specified for that purpose in the notice convening the meeting, not less than forty eight (48) hours before the time appointed for holding the meeting or adjourned meeting as the case may be, or in the case of a poll, not less than twenty-four (24) hours before the time appointed for taking the poll, which the person named in the instrument proposes to vote and in default, the instrument of proxy shall not be treated as valid. In the event the member(s) duly executes the form of proxy but does not name any proxy, such member(s) shall be deemed to have appointed the Chairman of the meeting as his/her/their proxy, Provided Always that the rest of the proxy form, other than the particulars of the proxy have been duly completed by the Member.	80	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 or authority, shall be deposited at the Office or at such other place within Malaysia or by way of electronic means or in such other manner as is specified for that purpose in the notice convening the meeting, not less than forty eight (48) hours before the time appointed for holding the meeting or adjourned meeting as the case may be, or in the case of a poll, not less than twenty-four (24) hours before the time appointed for taking the poll, which the person named in the instrument proposes to vote and in default, the instrument of proxy shall not be treated as valid. In the event the member(s) duly executes the form of proxy but does not name any proxy, such member(s) shall be deemed to have appointed the Chairman of the meeting as his/her/their proxy, Provided Always that the rest of the proxy form, other than the particulars of the proxy have been duly completed by the Member.
106A	New provision	106A	The provisions of the Third Schedule of the Act shall not apply to the Company except where the same is repeated or contained in this Constitution.

- To transact any other business of which due notice shall have been given.

By order of the Board

TEA SOR HUA (MACS 01324) (SSM PC No.: 201908001272)

Company Secretary

Petaling Jaya, Selangor Darul Ehsan
5 June 2020

Notes:

- A member who is entitled to attend, participate, speak and vote at the Tenth Annual General Meeting ("Meeting" or "AGM") shall be entitled to appoint more than one (1) proxy to attend, participate, speak and vote at the Meeting in his/her stead. Where a member appoints more than one (1) proxy, 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 63(b) of the Company's Constitution to issue a General Meeting Record of Depositors as at 1 July 2020. Only members whose names appear in the General Meeting Record of Depositors as at 1 July 2020 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.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised 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 one (1) proxy 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 Poll Administrator, Mega Corporate Services Sdn. Bhd. situated at Level 15-2, Bangunan Agem Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur, Wilayah Persekutuan or submitted via email to agm-support@careplus.com, agm-support@megacorp.com.my, not less than forty-eight (48) hours before the time for holding the Meeting.
- All the resolutions set out in this Notice of the Meeting will be put to vote by poll.
- The Meeting will be conducted on fully virtual at the Broadcast Venue, members are advised to refer to the Administrative Notes on the registration and voting process for the Meeting.
- In view of the constant evolving COVID-19 situation in Malaysia, we may be required to change the arrangements of our Tenth AGM at short notice. Kindly check Bursa Securities' and the Company's website at <https://www.careplus.com> for the latest updates on the status of the Meeting.

EXPLANATORY NOTES TO ORDINARY BUSINESS AND SPECIAL BUSINESS

1. Item 1 of the Agenda – Audited Financial Statements for the financial year ended 31 December 2019

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.

2. Item 2 of the Agenda – Directors' Fees and Benefits

The estimated 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 benefit for the period from 1 January 2020 until the next AGM of the Company in year 2021. 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.

3. Item 5 of the Agenda – Retention of an Independent Non-Executive Director

The Board had assessed the independence of Mr. Foong Kuan Ming, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years. The Board is satisfied that he had met the independence and recommended him to continue to act as Independent Non-Executive Director of the Company based on the following reasons:

- he has declared and confirmed that he fulfilled the criteria under the definition of Independent Director as set out in Rule 1 of the ACE Market Listing Requirements of Bursa Securities;
- he has vast experience in respective industries which could provide the Board with a diverse set of experience, expertise and independent judgement;
- he has devoted sufficient time and attention to his responsibilities as Independent Director of the Company; and
- he has exercised due care during his tenure as Independent Non-Executive Director of the Company and carried out his duties in the best interest of the Company and shareholders of the Company.

4. Item 6 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 Company had at its Ninth AGM held on 12 June 2019 ("9th AGM"), obtained a general mandate pursuant to Sections 75 and 76 of the Act from its shareholders, to empower the Directors to issue and allot shares in the Company to such persons, at any 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 to be issued does not exceed 10% of the total number of issued shares of the Company (excluding treasury shares) at any point of time ("10% General Mandate"). This 10% General Mandate will expire at the conclusion of this AGM.

As at the date of this Notice, no new shares in the Company were issued and allotted pursuant to the general mandate granted to the Directors at the 9th AGM which will lapse at the conclusion of this AGM.

However, pursuant to the general mandate granted to the Directors at the Seventh AGM held on 29 May 2017, the Company had undertaken a private placement exercise where the Company had placed out 48,100,000 new ordinary shares which raised a total proceeds of RM12,420,500.

The details of utilisation of proceeds from the said private placement exercise were as follows:

Details of utilisation	Status of utilisation	Amount utilised	Amount unutilised
		RM'000	RM'000
Utilisation for Block D expansion & new production lines	Fully utilised	12,320	-
Expenses in relation to professional fees	Fully utilised	100	-
Total		12,420	-

The Ordinary Resolution 6 proposed under item 6 of the Agenda, is to seek a general mandate to empower the Directors of the Company pursuant to Sections 75 and 76 of the Act, to issue and allot ordinary shares at any time to such persons in their absolute discretion without convening a general meeting provided that the aggregate number of the shares issued does not exceed 20% of the total number of issued shares of the Company (excluding treasury shares) at any point of time ("20% General Mandate"). This 20% General Mandate, unless revoked or varied at general meeting, will expire at the next AGM.

In view of the challenging time due to the COVID-19 pandemic, Bursa Securities had on 16 April 2020 introduced this 20% General Mandate as an interim relief measure to allow a listed issuer to seek a higher general mandate under Rule 6.04 of the Listing Requirements of Bursa Securities of not more than twenty per centum (20%) of the total number of issued shares (excluding treasury shares) for issue of new securities.

The Board of Directors' Statement

The Board of Directors of Careplus ("Board"), after due consideration, is of the opinion that in the face of unprecedented challenges brought by the COVID-19, this 20% General Mandate is the most appropriate avenue of fund raising at this juncture. This 20% General Mandate will enable the Company to raise funds expeditiously without having to incur interest costs as compared to bank borrowings, thereby allowing the Company to preserve its cash flow. The funds raised will be used to finance the day-to-day operational expenses, working capital for the on-going projects or future projects/investments to ensure the long-term sustainability of the Company.

The Board, having considered the current and prospective financial position, needs and capacity of the Company, is of the opinion that the 20% General Mandate is in the best interest of the Company and its shareholders.

5. Item 7 of the Agenda – Proposed Amendments to the Constitution of the Company

The Special Resolution proposed under item 7 of the Agenda if approved, will streamline the Company's Constitution and enhance administrative efficiency. The proposed amendments to the Constitution of the Company 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 Meeting.



CAREPLUS GROUP BERHAD

[201001011474 (896134-D)]
(Incorporated in Malaysia)

ADMINISTRATIVE NOTES FOR THE FULLY VIRTUAL TENTH ANNUAL GENERAL MEETING

Date : Wednesday, 8 July 2020
Time : 11:00 a.m.
Broadcast Venue : Lot 120 & 121, Jalan Senawang 3, Senawang Industrial Estate, 70450 Seremban, Negeri Sembilan

DIGITAL BALLOT FORM (“DBF”) VOTING PROCEDURES AT THE FULLY VIRTUAL TENTH ANNUAL GENERAL MEETING (“10TH AGM”) OF CAREPLUS GROUP BERHAD (“CAREPLUS” OR “THE COMPANY”)

No shareholder should be physically present at the Broadcast Venue. Shareholders who wish to participate at the fully virtual 10th AGM will have to register online and attend remotely.

As a shareholder/proxy, you can register online to participate in the 10th AGM. Kindly follow the steps below to ensure that you are able to obtain your DBF and details to log in to the Webinar session to participate at the 10th AGM online:

1. Open this link <http://shorturl.at/kmqS4> and submit all details requested at least forty-eight hours (48) hours before the time of the 10th AGM.
2. Only shareholders are allowed to register their details online. Shareholders can also appoint proxy / Chairman via online, as in Step 1 above. Please ensure that your details are accurate as non-compliance would result in you not being able to receive your DBF.
3. Alternatively, you may deposit your Proxy Form with the proxy’s email address and **mobile phone number** at the office of the Poll Administrator, Mega Corporate Services Sdn. Bhd. situated at Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur, Wilayah Persekutuan or submit via email at: agm-support.careplus@megacorp.com.my.
4. The Poll Administrator, Mega Corporate Services Sdn. Bhd., will email a copy of your DBF to you once they have verified your details entered in Step 1 or 3 above.
5. There will be explanatory notes in DBF, to guide you to register to meeting, voting and to post questions. Please read them for better understanding.

RECORD OF DEPOSITORS FOR THE 10TH AGM

The date of Record of Depositors for the 10th AGM is 1 July 2020. As such, only members whose name appears in the Record of Depositors of Careplus as at 1 July 2020 shall be entitled to attend, participate, speak and vote the 10th AGM.

ENQUIRY

If you have any general queries prior to the 10th AGM, please contact the Poll Administrator during office hours (Monday to Friday):

Mega Corporate Services Sdn. Bhd.
Tel No. : +60 (3) 2692 4271
Email : agm-support.careplus@megacorp.com.my