



CAREPLUS GROUP BERHAD

(REGISTRATION No.: 201001011474 (896134-D))

(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting (“EGM” or “Meeting”) of Careplus Group Berhad (“Careplus” or “the Company”) will be held on fully virtual and entirely via remote participation and voting at the Broadcast Venue: Lot 120 & 121, Jalan Senawang 3, Senawang Industrial Estate, 70450 Seremban, Negeri Sembilan on Wednesday, 8 July 2020 at 12.00 p.m., or immediately following the conclusion or adjournment of the fully virtual 10th Annual General Meeting of the Company which will be held at the same Broadcast Venue and on the same date at 11.00 a.m., whichever is later, for the purpose of considering and if thought fit, passing the following resolutions with or without modifications:-

ORDINARY RESOLUTION 1

PROPOSED ESTABLISHMENT OF A SHARE GRANT PLAN FOR THE ELIGIBLE EXECUTIVE DIRECTORS AND EMPLOYEES OF CAREPLUS AND ITS SUBSIDIARIES (“PROPOSED SHARE GRANT PLAN”)

“THAT, subject to the approvals of all relevant authorities/parties, where relevant/required being obtained, approval is given to the Board to undertake the proposed establishment of a share grant plan (“SGP”) of up to 10% of the total number of issued shares in Careplus (excluding treasury shares, if any) to enable the granting of new ordinary shares in Careplus (“Careplus Share(s)”) (“SGP Grant(s)”) to eligible Executive Directors and employees of the Company and its subsidiaries (“Eligible Person(s)”) in accordance with the by-laws governing the SGP (“By-Laws”) as set out in **Appendix 1** of the circular to shareholders dated 19 June 2020, and to adopt and approve the By-Laws and do all such acts, as may be necessary or expedient in order to give full effect to the Proposed Share Grant Plan;

THAT, the Board of Directors of the Company (“Board”) be and is hereby authorised to issue and allot from time to time such number of new Careplus Shares as may be required pursuant to the vesting of the SGP Grants under the Proposed Share Grant Plan, provided that the aggregate number of new Careplus Shares to be issued and allotted and/or transferred shall not exceed 10% of the total number of issued Careplus Shares (excluding treasury shares, if any) at any point in time throughout the duration of the Proposed Share Grant Plan and that such new Careplus Shares to be issued upon vesting of the SGP Grants will, upon allotment and issuance rank equally in all respects with the existing Careplus Shares in issue, save and except that the new Careplus Shares will not be entitled to any dividends, rights, allotments and/or other forms of distribution that may be declared, made or paid to the shareholders, the entitlement date of which precedes the date of allotment and issuance of the new Careplus Shares;

THAT, the Board be authorised to capitalise the relevant amount out of the retained profits of the Company and to apply the same for the purposes of issuing the new Careplus Shares under the Proposed Share Grant Plan;

THAT, the Board be and is hereby authorised to do all such acts and things and to execute all such documents and enter into all such transactions, arrangements and agreements, deeds or undertakings, to make such rules or regulations, or impose such terms and conditions or delegate part of its power and to generally exercise such powers and perform such acts as may be necessary or expedient in order to give full effect to the Proposed Share Grant Plan and the terms of the By-Laws;

AND THAT, the Board be and is hereby authorised to add, modify and/or amend the Proposed Share Grant Plan, By-Laws and all rules, regulations and administration relating to the Proposed Share Grant Plan and/or administration thereof, from time to time as may be permitted by the authorities or deemed necessary by the relevant regulatory authorities or the Board or any committee established to administer the Proposed Share Grant Plan, provided that such additions, modifications and/or amendments are effected and permitted in accordance with the provisions of the By-Laws.”

ORDINARY RESOLUTION 2

PROPOSED GRANT TO LIM KWEE SHYAN UNDER THE PROPOSED SHARE GRANT PLAN

“THAT, subject to the passing of Ordinary Resolution 1 as well as the approvals of all relevant authorities, and for so long as this approval remains in force, the Board be and is hereby authorised to, at any time and from time to time, cause/procure the offering and the allocation to Lim Kwee Shyan, the Executive Director cum Group Chief Executive Officer, such number of SGP Grants under the Proposed Share Grant Plan, and to allot and issue such number of SGP Grants, provided always that the allocation to any individual selected employee (including an Executive Director or a Chief Executive Officer) who, either singly or collectively through persons connected with the selected employee (as defined in the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad (“Listing Requirements”)), holds 20% or more of the total number of issued shares (excluding treasury shares) of the Company, shall not exceed 10% (or such other percentage as the relevant authorities may permit) of the maximum total number of shares under the Proposed Share Grant Plan, subject to the terms and conditions and/or adjustments which may be made in accordance with the provisions of the By-Laws of the Proposed Share Grant Plan.”

ORDINARY RESOLUTION 3

PROPOSED GRANT TO YEW YEE PENG UNDER THE PROPOSED SHARE GRANT PLAN

“THAT, subject to the passing of Ordinary Resolution 1 as well as the approvals of all relevant authorities, and for so long as this approval remains in force, the Board be and is hereby authorised to, at any time and from time to time, cause/procure the offering and the allocation to Yew Yee Peng, the Non-Independent Executive Director, such number of SGP Grants under the Proposed Share Grant Plan, and to allot and issue such number of SGP Grants, provided always that the allocation to any individual selected employee (including an Executive Director or a Chief Executive Officer) who, either singly or collectively through persons connected with the selected employee (as defined in the Listing Requirements), holds 20% or more of the total number of issued shares (excluding treasury shares) of the Company, shall not exceed 10% (or such other percentage as the relevant authorities may permit) of the maximum total number of shares under the Proposed Share Grant Plan, subject to the terms and conditions and/or adjustments which may be made in accordance with the provisions of the By-Laws of the Proposed Share Grant Plan.”

ORDINARY RESOLUTION 4

PROPOSED GRANT TO LOO TECK LOOI UNDER THE PROPOSED SHARE GRANT PLAN

“THAT, subject to the passing of Ordinary Resolution 1 as well as the approvals of all relevant authorities, and for so long as this approval remains in force, the Board be and is hereby authorised to, at any time and from time to time, cause/procure the offering and the allocation to Loo Teck Looi, the Non-Independent Executive Director, such number of SGP Grants under the Proposed Share Grant Plan, and to allot and issue such number of SGP Grants, provided always that the allocation to any individual selected employee (including an Executive Director or a Chief Executive Officer) who, either singly or collectively through persons connected with the selected employee (as defined in the Listing Requirements), holds 20% or more of the total number of issued shares (excluding treasury shares) of the Company, shall not exceed 10% (or such other percentage as the relevant authorities may permit) of the maximum total number of shares under the Proposed Share Grant Plan, subject to the terms and conditions and/or adjustments which may be made in accordance with the provisions of the By-Laws of the Proposed Share Grant Plan.”

ORDINARY RESOLUTION 5

PROPOSED GRANT TO A LEY LIM UNDER THE PROPOSED SHARE GRANT PLAN

“THAT, subject to the passing of Ordinary Resolution 1 as well as the approvals of all relevant authorities, and for so long as this approval remains in force, the Board be and is hereby authorised to, at any time and from time to time, cause/procure the offering and the allocation to A Ley Lim, the Group Financial Controller, who is the sister of Lim Kwee Shyan, such number of SGP Grants under the Proposed Share Grant Plan, and to allot and issue such number of SGP Grants provided always that the allocation to any individual selected employee (including an Executive Director or a Chief Executive Officer) who, either singly or collectively through persons connected with the selected employee (as defined in the Listing Requirements), holds 20% or more of the total number of issued shares (excluding treasury shares) of the Company, shall not exceed 10% (or such other percentage as the relevant authorities may permit) of the maximum total number of shares under the Proposed Share Grant Plan, subject to the terms and conditions and/or adjustments which may be made in accordance with the provisions of the By-Laws of the Proposed Share Grant Plan.”

ORDINARY RESOLUTION 6

PROPOSED GRANT TO KHOO BOON KEONG UNDER THE PROPOSED SHARE GRANT PLAN

“THAT, subject to the passing of Ordinary Resolution 1 as well as the approvals of all relevant authorities, and for so long as this approval remains in force, the Board be and is hereby authorised to, at any time and from time to time, cause/procure the offering and the allocation to Khoo Boon Keong, the Group General Manager, who is the cousin of Lim Kwee Shyan, such number of SGP Grants under the Proposed Share Grant Plan, and to allot and issue such number of SGP Grants, provided always that the allocation to any individual selected employee (including an Executive Director or a Chief Executive Officer) who, either singly or collectively through persons connected with the selected employee (as defined in the Listing Requirements), holds 20% or more of the total number of issued shares (excluding treasury shares) of the Company, shall not exceed 10% (or such other percentage as the relevant authorities may permit) of the maximum total number of shares under the Proposed Share Grant Plan, subject to the terms and conditions and/or adjustments which may be made in accordance with the provisions of the By-Laws of the Proposed Share Grant Plan.”

By Order of the Board

TEA SOR HUA (MACS 01324) (SSM PC NO. 201908001272)

Company Secretary

Petaling Jaya, Selangor Darul Ehsan

19 June 2020

Notes:-

- A member who is entitled to attend, participate, speak and vote at the EGM shall be entitled to appoint more than one (1) proxy to attend, participate, speak and vote at the EGM 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 EGM, 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 EGM.
- A proxy may but need not be a member of the Company. A proxy appointed to attend and vote at the EGM 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 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 Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur, Wilayah Persekutuan or submitted via email to agm-support.careplus@megacorp.com.my, not less than 48 hours before the time for holding the EGM.
- All the resolutions set out in this Notice of EGM will be put to vote by poll.
- The Meeting will be conducted 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 EGM 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 EGM.



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

ADMINISTRATIVE NOTES FOR THE FULLY VIRTUAL EXTRAORDINARY GENERAL MEETING (“EGM”):-

Day/Date	:	Wednesday, 8 July 2020
Time	:	12.00 p.m. or immediately following the conclusion or adjournment of the fully virtual 10th Annual General Meeting of the Company which will be held at the same Broadcast Venue and on the same date at 11:00 a.m., whichever is later.
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 EGM 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 EGM will have to register online and attend remotely.

As a shareholder, you can register online to participate in the EGM. 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 and remote voting at the EGM online.

1. Open this link <https://vps.megacorp.com.my/0ro75E> or scan the QR code above and submit all details requested at least forty-eight hours (48) hours before the time of the EGM.
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, not less than 48 hours before the time of holding the EGM.
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 of the procedures.

RECORD OF DEPOSITORS FOR THE EGM

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

ENQUIRY

If you have any general queries prior to the EGM, 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