



## CAREPLUS GROUP BERHAD

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

### NOTICE OF ELEVENTH ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Eleventh Annual General Meeting of CAREPLUS GROUP BERHAD ("Careplus" or "the Company") will be held on a fully virtual basis and entirely via remote participation and voting at the Broadcast Venue: D'Tempat Country Club, Jalan Pusat Dagangan Sendayan 1, 71950 Bandar Sri Sendayan, Negeri Sembilan on Friday, 28 May 2021 at 11:00 a.m. or at any adjournment thereof, to transact the following businesses:-

#### AGENDA

##### AS ORDINARY BUSINESS:

- To receive the Audited Financial Statements for the financial year ended 31 December 2020 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 up to RM324,000.00 for the period from 29 May 2021 until the next Annual General Meeting of the Company. *(Ordinary Resolution 1)*
- To re-elect the following Directors who retire by rotation pursuant to Clause 85 of the Company's Constitution:- *(Ordinary Resolution 2)*
  - Mr. Yew Nieng Choon *(Ordinary Resolution 3)*
  - Mr. Ooi Leng Chooi *(Ordinary Resolution 4)*
- To re-appoint 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 4)*

##### AS SPECIAL BUSINESS:

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

- RETENTION OF AN INDEPENDENT NON-EXECUTIVE DIRECTOR** *(Ordinary Resolution 5)*

"THAT 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."

- GENERAL AUTHORITY FOR THE DIRECTORS TO ALLOT AND ISSUE SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016** *(Ordinary Resolution 6)*

"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 percent (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 to be in force until the conclusion of the annual general meeting ("AGM") of the Company held next after the approval was given or at the expiry of the period within which the next AGM is required to be held after the approval was given, whichever is the earlier."

- PROPOSED SHARE BUY-BACK OF UP TO TEN PERCENT (10%) OF THE TOTAL NUMBER OF ISSUED SHARES OF THE COMPANY ("PROPOSED SHARE BUY-BACK AUTHORITY")** *(Ordinary Resolution 7)*

"THAT, subject to the provisions of the Act, the provisions of the Constitution of the Company, the Listing Requirements of Bursa Securities and all prevailing laws, rules, regulations, orders, guidelines and requirements for the time being in force, approval and authority be and are hereby given to the Directors of the Company ("Directors"), to the extent permitted by law, to purchase such number of ordinary shares of the Company ("Careplus Shares") as may be determined by the Directors from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit, necessary and expedient in the best interest of the Company, provided that:

- the maximum aggregate number of Careplus Shares, which may be purchased by the Company, shall not exceed 10% of the total number of issued shares in the Company at any point in time subject to compliance with the provision of the Act, the Listing Requirements of Bursa Securities and/or any other relevant authorities;
- the maximum amount of funds to be allocated for the Proposed Share Buy-Back Authority shall not exceed the aggregate of the retained profits of the Company; and
- the authority conferred by this resolution shall be effective immediately after the passing of this resolution and shall continue to be in force until:
  - the conclusion of the next AGM of Careplus following the general meeting at which the ordinary resolution for the Proposed Share Buy-Back Authority is passed, at which time shall lapse, unless the authority is renewed by a resolution passed at the next AGM; or
  - the expiration of the period within the next AGM is required by law to be held; or
  - revoked or varied by ordinary resolution passed by the shareholder of the Company at a general meeting,

whichever occurs first, but not so as to prejudice the completion of the purchase(s) by the Company of the Careplus Shares before the aforesaid expiry date and made in any event, in accordance with the provisions of the guidelines issued by Bursa Securities and any prevailing laws, rules, regulations, orders, guidelines and requirements issued by any other relevant government and/or regulatory authorities;

THAT the Directors be and are hereby authorised to deal with the Careplus Shares purchased under the Proposed Share Buy-Back Authority, at their discretion, in the following manner:

- cancel the purchased Careplus Shares; or
- retain the purchased Careplus Shares as treasury shares for distribution as share dividends to the shareholders of the Company and/or resell in accordance with the relevant rules of Bursa Securities and/or transfer under an employees' share scheme and/or transfer as purchase consideration; or
- retain part of the purchased Careplus Shares as treasury shares and cancel the remainder;

AND THAT the Directors be and are hereby authorised and empowered to do all acts and things and to take all such steps as necessary or expedient (including opening and maintaining a Central Depository System account) and to enter into and execute, on behalf of the Company, any instrument, agreement and/or arrangement with any person, and with full power to assent to any condition, modification, variation and/or amendment as may be imposed by Bursa Securities or any relevant regulatory authority, and/or as may be required in the best interest of the Company and to take all such steps as the Directors may deem fit, necessary and expedient in the best interest of the Company in order to implement, finalise and give full effect to the Proposed Share Buy-Back Authority."

- PROPOSED AMENDMENTS TO THE CONSTITUTION OF THE COMPANY** *(Special Resolution)*

"THAT the proposed amendments to the Constitution of the Company as set out in 'Appendix A', be approved and adopted with immediate effect 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."

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

By order of the Board

**TEA SOR HUA (MACS 01324) (CCM PC NO.: 201908001272)**

Company Secretary

Petaling Jaya, Selangor Darul Ehsan  
16 April 2021

##### Notes:

- A member who is entitled to attend, participate, speak and vote at the Eleventh AGM of the Company ("Meeting") 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.
- 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 share registrar situated at Lot 10, The Highway Centre, Jalan 51/205, 46050 Petaling Jaya, Selangor or by email to [binawin@binamg168.com](mailto:binawin@binamg168.com) not less than forty-eight (48) hours before the time for holding the Meeting.
- 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 21 May 2021. Only members whose names appear in the General Meeting Record of Depositors as at 21 May 2021 shall be regarded as members and entitled to attend, participate, speak and vote at the Meeting.
- All the resolutions set out in this Notice of the Meeting will be put to vote by poll.
- The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairman of the Meeting to be present at the main venue of the Meeting and in accordance with Clause 61 of the Company's Constitution. Members or proxies **WILL NOT BE ALLOWED** to attend the Meeting in person at the Broadcast Venue on the day of the Meeting. 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 Meeting at short notice. Kindly check Bursa Securities' and the Company's website at [www.careplus.com](http://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 2020**  
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/or Benefits**  
Pursuant to Section 230(1) of the Companies Act 2016, the fee of the directors and any benefits payable to the directors of a listed company and its subsidiaries shall be approved by the shareholders at a general meeting. This resolution is to facilitate payment of Director's fees and benefits for the period from 29 May 2021 until the next AGM of the Company to be held in year 2022. 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 has 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:

- Director as set out in Chapter 1 of the Listing Requirements of Bursa Securities;
- he has vast experience in his industry which could provide the Board with a diverse set of experience, expertise and independent judgement;
- he has good knowledge of the Group's business operations;
- he has devoted significant time and attention to professional obligations for informed and balanced decision making; and
- he has exercised due care during his tenure as Independent Non-Executive Director of the Company and carried out his professional 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 Tenth AGM held on 8 July 2020 ("10<sup>th</sup> 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 20% of the total number of issued shares of the Company (excluding treasury shares) at any point of time ("20% General Mandate"). This authority will expire at the conclusion of this AGM.

The Company had undertaken a private placement exercise pursuant to the general mandate granted to the Directors at the Ninth AGM held on 12 June 2019 and the 10<sup>th</sup> AGM. As at the date of this Notice, the Company had placed out 18,720,000 new ordinary shares which raised a total proceeds of RM46.422 million via the private placement exercises.

The details of utilisation of proceeds raised from the said private placement exercises were as follows:-

Detail of utilisation	Proposed utilisation	Actual proceeds raised	Actual utilisation	Balance	Time frame for utilisation
	RM'000	RM'000	RM'000		
1 Capital expenditure	76,511	45,640	(34,822)	10,818	Within 12 months
2 Working capital	5,000	-	-	-	Within 12 months
3 Estimated expenses in relation to the private placement exercise	1,450	782	(782)	-	Within 1 month
<b>Total</b>	<b>82,961</b>	<b>46,422</b>	<b>(35,604)</b>	<b>10,818</b>	

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 may be utilised by the Company to issue and allot new ordinary shares **until 31 December 2021** and thereafter, unless extended by Bursa Securities, the 10% limit under Rule 6.04(1) of the Listing Requirements of Bursa Securities will be reinstated. This authority, 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.

- Item 7 of the Agenda – Proposed Share Buy-Back Authority**

The Ordinary Resolution 7 proposed under item 7 of the Agenda is to seek the mandate on the authority to purchase its own shares of up to 10% of the total number of issued shares of the Company. This Ordinary Resolution, if passed, will empower the Directors of the Company to purchase its own ordinary shares of up to 10% of the total number of issued shares of the Company through Bursa Securities at any time within the time stipulated.

Please refer to the Share Buy-Back Statement dated 16 April 2021 for further details of the Proposed Share Buy-Back Authority.

- Item 8 of the Agenda – Proposed Amendments to the Constitution of the Company**

The proposed amendments to the Constitution of the Company under item 8 of the Agenda is primarily to align the Company's Constitution with the Companies (Amendment) Act 2019 which came into operation on 15 January 2020, to provide clarity on the objects of the Company and to 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

[Registration No. 201001011474 (896134-D)]

## APPENDIX A

### PROPOSED AMENDMENTS TO THE CONSTITUTION OF CAREPLUS GROUP BERHAD (“THE COMPANY”)

This is the Appendix A referred to Agenda 8 of the Notice of Eleventh Annual General Meeting of the Company dated 16 April 2021.

Clause No.	Existing Clause	Clause No.	Proposed Clause								
1	<table border="1"> <thead> <tr> <th style="background-color: #cccccc;">Words</th> <th style="background-color: #cccccc;">Meanings</th> </tr> </thead> <tbody> <tr> <td>Listing Requirements</td> <td>The ACE Market Listing Requirements of the Exchange including any amendments thereto that may be made from time to time.</td> </tr> </tbody> </table>	Words	Meanings	Listing Requirements	The ACE Market Listing Requirements of the Exchange including any amendments thereto that may be made from time to time.	1	<table border="1"> <thead> <tr> <th style="background-color: #cccccc;">Words</th> <th style="background-color: #cccccc;">Meanings</th> </tr> </thead> <tbody> <tr> <td>Listing Requirements</td> <td>The <b>Main Market</b> or ACE Market Listing Requirements <b>(as the case may be)</b> of the Exchange including any amendments thereto that may be made from time to time.</td> </tr> </tbody> </table>	Words	Meanings	Listing Requirements	The <b>Main Market</b> or ACE Market Listing Requirements <b>(as the case may be)</b> of the Exchange including any amendments thereto that may be made from time to time.
Words	Meanings										
Listing Requirements	The ACE Market Listing Requirements of the Exchange including any amendments thereto that may be made from time to time.										
Words	Meanings										
Listing Requirements	The <b>Main Market</b> or ACE Market Listing Requirements <b>(as the case may be)</b> of the Exchange including any amendments thereto that may be made from time to time.										
4	<p>Subject to the provisions of the Act, this Constitution and any other written law, the Company has:-</p> <p>(a) Full capacity to carry on or undertake any business or activity, do any act or enter into any transaction; and</p> <p>(b) For the purposes of Clause 4(a) above, full rights, powers and privileges.</p>	4	<p>Subject to the provisions of the Act, this Constitution and any other written law, the <b>objects for which the Company is established are:-</b></p> <p><b>(a) To carry on the business of an investment holding company and for that purpose to promote or form or assist in promotion of any company or the subsidiary of the Company or otherwise and to acquire and hold for investment shares, stocks, debentures, debenture stocks, bonds, obligations and securities issued or guaranteed by any company or private undertaking; and</b></p> <p><b>(b) To carry on or undertake any business or activity, to do any act or enter into any transaction or to do all such other things as are incidental or conducive to the attainment of the above objects.</b></p> <p><b>Section 21 of the Act shall apply to the Company and the Company shall be capable of exercising all the functions of a body corporate and have the full capacity to carry on or</b></p>								

Clause No.	Existing Clause	Clause No.	Proposed Clause
			<p><b>undertake any business or any activity the Directors consider advantageous to the Company and that are not prohibited under any law for the time being enforced in Malaysia.</b></p>
56	<p>Subject to the provisions of this Constitution and the Act, the Company may by special resolution:</p> <p>(i) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;</p> <p>(ii) subdivide its share capital or any part thereof into shares of smaller amounts by subdivision of its existing shares or any of them subject nevertheless to the provisions of the Act;</p> <p>(iii) convert and/or re-classify any class of shares into any other class of shares; or</p> <p>(iv) cancel shares which at the date of the passing of the resolution in that behalf have not been taken or agreed to be taken by any person or which have been forfeited and diminish the amount of its share capital by the amount of the shares so cancelled.</p>	56	<p>Subject to the provisions of this Constitution and the Act, the Company may by <b>special ordinary</b> resolution:</p> <p>(i) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;</p> <p>(ii) subdivide its share capital or any part thereof into shares of smaller amounts by subdivision of its existing shares or any of them subject nevertheless to the provisions of the Act;</p> <p>(iii) convert and/or re-classify any class of shares into any other class of shares; or</p> <p>(iv) cancel shares which at the date of the passing of the resolution in that behalf have not been taken or agreed to be taken by any person or which have been forfeited and diminish the amount of its share capital by the amount of the shares so cancelled.</p>
62	<p>Every notice convening meetings shall be in writing and shall be given to the Members either in hard copy, or in electronic form, or partly in hard copy and partly in electronic form specify the venue, the date and the time of the meeting and the general nature of the business of the meeting and shall be given to all Members at least fourteen (14) days before the meeting or at least twenty-one (21) days before the meeting where any special resolution is to be proposed or where it is an annual general meeting. Any notice of a meeting called to consider special business shall be accompanied by a statement regarding the effect of any proposed resolution in respect of such special business; PROVIDED that a meeting of the Company shall, notwithstanding that it is called by a shorter notice than that specified in this Constitution, be deemed to have been duly called if it is so agreed:-</p> <p>(i) in the case of an annual general meeting, by all the members entitled to attend and vote thereat;</p>	62	<p>Every notice convening meetings shall be in writing and shall be given to the Members either in hard copy, <b>publication on the Company's website</b> or in electronic form, or partly in hard copy and partly in electronic form specify the venue, the date and the time of the meeting and the general nature of the business of the meeting and shall be given to all Members at least fourteen (14) days before the meeting or at least twenty-one (21) days before the meeting where any special resolution is to be proposed or where it is an annual general meeting. Any notice of a meeting called to consider special business shall be accompanied by a statement regarding the effect of any proposed resolution in respect of such special business; PROVIDED that a meeting of the Company shall, notwithstanding that it is called by a shorter notice than that specified in this Constitution, be deemed to have been duly called if it is so agreed:-</p> <p>(i) in the case of an annual general</p>

Clause No.	Existing Clause	Clause No.	Proposed Clause
	<p>and</p> <p>(ii) in the case of any other meeting, by a majority in number of the members having a right to attend and vote thereat, together holding not less than ninety-five per cent (95%) of the issued shares giving that right.</p> <p>NOTWITHSTANDING the foregoing at least fourteen (14) days' notice or twenty-one (21) days' notice in the case where any special resolution is proposed or where it is an annual general meeting, of every such general meeting shall also be given by advertisement in at least one (1) nationally circulated Bahasa Malaysia or English daily newspaper.</p>		<p>meeting, by all the members entitled to attend and vote thereat; and</p> <p>(ii) in the case of any other meeting, by a majority in number of the members having a right to attend and vote thereat, together holding not less than ninety-five per cent (95%) of the issued shares giving that right.</p> <p>NOTWITHSTANDING the foregoing at least fourteen (14) days' notice or twenty-one (21) days' notice in the case where any special resolution is proposed or where it is an annual general meeting, of every such general meeting shall also be given by advertisement in at least one (1) nationally circulated Bahasa Malaysia or English daily newspaper.</p>



## Careplus Group Berhad

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

### ADMINISTRATIVE NOTES FOR THE FULLY VIRTUAL ELEVENTH ANNUAL GENERAL MEETING (“11<sup>th</sup> AGM”)

<b>Date</b>	: <b>Friday, 28 May 2021</b>
<b>Time</b>	: <b>11:00 a.m.</b>
<b>Broadcast Venue</b>	: <b>D’ Tempat Country Club, Jalan Pusat Dagangan Sendayan 1, 71950 Bandar Sri Sendayan, Negeri Sembilan</b>

#### MODE OF MEETING

In light of the COVID-19 outbreak and as part of our safety measures, the 11<sup>th</sup> AGM of Careplus Group Berhad (“Company”) will be conducted on a fully virtual basis entirely via remote participation and voting at the Broadcast Venue. This is in line with the Guidance and FAQs on the Conduct of General Meetings for Listed Issuers issued by the Securities Commission Malaysia on 18 April 2020 (subsequently revised on 5 March 2021).

The Broadcast Venue is strictly to comply with Section 327(2) of the Companies Act 2016 which requires the Chairman of the Meeting to be present at the main venue of the Meeting. **No shareholders/proxies** will be allowed to physically present at the Broadcast Venue on the day of the 11<sup>th</sup> AGM.

Kindly ensure that you are connected to the internet at all times to participate and vote when our virtual 11<sup>th</sup> AGM has commenced. Therefore, it is your responsibility to ensure that connectivity for the duration of the meeting is maintained. Kindly note that the quality of the live webcast is dependent on the bandwidth and stability of the internet connection of the participants.

**You may email your questions related to matters of discussion in the 11<sup>th</sup> AGM in advance to the Company.**

#### REGISTRATION AND DIGITAL BALLOT FORM (“DBF”) VOTING PROCEDURES

As no shareholder/proxies will be allowed to physically present at the Broadcast Venue, shareholders/proxies who wish to participate in the 11<sup>th</sup> AGM will have to register online and participate remotely. Kindly follow the steps below to ensure that you can obtain your DBF and details to log in to the Webinar session to participate the 11<sup>th</sup> AGM online:

1. Open this link <https://vps.megacorp.com.my/RhMigb> or scan the QR code above and submit all the details requested at least forty-eight (48) hours before the time of the 11<sup>th</sup> 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 any non-compliance may result in you not being able to receive your DBF.
3. Alternatively, you may deposit your Proxy Form at the office of Bina Management (M) Sdn Bhd, Lot 10, The Highway Centre, Jalan 51/205, 46050 Petaling Jaya, Selangor or email to [binawin@binamg168.com](mailto:binawin@binamg168.com) not less than forty-eight (48) hours before the time appointed for holding the 11<sup>th</sup> AGM or adjourned meeting at which the person named in the instrument proposed to vote or, and in default the instrument of proxy shall not be treated as valid.
4. For corporate shareholders / Nominee Accounts, please follow Step 3 above.

5. The Poll Administrator will e-mail a copy of your DBF to you to participate and vote at the meeting once they have verified your details.
6. Registered shareholders/proxies would receive two (2) emails:
  - i. Webinar session link (to join the virtual meeting); and
  - ii. DBF (for remote voting purposes).

## **POLL VOTING**

The voting will be conducted by poll in accordance with Rule 8.31A of ACE Market Listing Requirements of Bursa Malaysia Securities Berhad. The Company has appointed Bina Management (M) Sdn. Bhd. as Poll Administrator to conduct the poll by way of electronic voting and Cygnus IT Solutions PLT as Scrutineers to verify the poll results.

For the purpose of the 11<sup>th</sup> AGM, e-voting will be carried out via your digital devices (e.g., Computer/Mobile Phone/Tablets). The DBF itself is self-explanatory. Please carefully read the instructions on the e-mail from Webinar Master to familiarise yourself with the steps needed to exercise your rights at the 11<sup>th</sup> AGM.

Shareholders/proxies can proceed to vote on the resolutions and submit your votes during the voting period as stipulated on the DBF. Upon completion of the voting session at the 11<sup>th</sup> AGM, the Scrutineers will verify the poll results after which the Chairman of the 11<sup>th</sup> AGM will announce the results of the resolutions.

## **RECORD OF DEPOSITORS FOR THE 11<sup>TH</sup> AGM**

The date of Record of Depositors for the 11<sup>th</sup> AGM is 21 May 2021. As such, only members whose names appear in the Record of Depositors as at 21 May 2021 shall be eligible to participate, speak and vote at the AGM.

## **NO REFRESHMENTS AND DOOR GIFTS**

There will be no distribution of refreshments and door gifts for the 11<sup>th</sup> AGM of the Company.

## **ENQUIRY**

a. If you have any enquiries relating to the 11<sup>th</sup> AGM Administrative Notes for Shareholders, please contact our Share Registrar, Bina Management (M) Sdn. Bhd. during office hours, Mondays to Fridays (except public holiday), from 9:00 a.m. to 5:00 p.m.:

Tel No.: 03-7784 3922

Email : [binawin@binamg168.com](mailto:binawin@binamg168.com)

b. If you have any enquiries relating to the fully virtual 11<sup>th</sup> AGM or encounters issues with the log in, step to connect to live streaming and online voting during the 11<sup>th</sup> AGM, please contact:

Handphone: 012-3428193

018-3229220

010-2818275

## **Careplus Group Berhad**

Telephone No. : (06) 677 2781

Facsimile No. : (06) 677 2780

E-mail : [info@careplus.com](mailto:info@careplus.com)