



**NOTICE OF TWENTY-THIRD ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Twenty-Third ("23rd") Annual General Meeting ("AGM") of Apex Healthcare Berhad (the "Company") will be held and conducted on a virtual basis through live streaming from the broadcast venue at Level 12, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia via the meeting platform at <https://meeting.boardroomlimited.my/> (Domain Registration No. with MYNIC - D6A357657) on Wednesday, 18th May 2022 at 10:00 a.m. for the following purposes:-

**As Ordinary Business**

- |  |                              |
|--|------------------------------|
| 1. To receive the Audited Financial Statements for the financial year ended 31st December 2021 together with the Directors' and Auditors' Reports thereon. | <b>Explanatory Note 1</b>    |
| 2. To approve a final single-tier dividend of 3.0 sen per ordinary share for the financial year ended 31st December 2021.                                  | <b>Ordinary Resolution 1</b> |
| 3. To approve a special dividend of 6.0 sen per ordinary share for the financial year ended 31st December 2021.  | <b>Ordinary Resolution 2</b> |
| 4. To approve the payment of Directors' fees of RM566,364 for the financial year ended 31st December 2021.   | <b>Ordinary Resolution 3</b> |
| 5. To re-elect Mr Robert Dobson Millner who retires by rotation pursuant to Clause 95 of the Constitution of the Company.                                  | <b>Ordinary Resolution 4</b> |
| 6. To re-elect Datuk Phang Ah Tong who retires by rotation pursuant to Clause 95 of the Constitution of the Company.                                       | <b>Ordinary Resolution 5</b> |
| 7. To re-elect Mr Leong Khai Cheong who retires pursuant to Clause 102 of the Constitution of the Company.   | <b>Ordinary Resolution 6</b> |
| 8. To re-appoint Messrs Ernst & Young PLT as the Auditors of the Company and to authorise the Directors to fix their remuneration.                         | <b>Ordinary Resolution 7</b> |

**As Special Business**

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

- |   |                              |
|---|------------------------------|
| 9. <b>AUTHORITY UNDER SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016 FOR THE DIRECTORS TO ALLOT AND ISSUE SHARES</b>  | <b>Ordinary Resolution 8</b> |
| "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 issue new shares in the Company at any time, at such price, upon such terms and conditions and for such purposes and to such person or persons whomsoever as the Directors may, in their absolute discretion, deem fit, provided that the aggregate number of shares issued pursuant to this resolution in any one financial year does not exceed 10% of the total number of issued shares of the Company for the time being AND THAT the Directors be and are also hereby empowered to obtain the approval from 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." |                              |
| 10. <b>AUTHORITY FOR MS HENG SU-LING MAE TO CONTINUE IN OFFICE AS AN INDEPENDENT DIRECTOR OF THE COMPANY</b>  | <b>Ordinary Resolution 9</b> |
| "THAT authority be and is hereby given for Ms Heng Su-Ling Mae who has served as an Independent Director of the Company for a cumulative term of more than nine years, to continue to act as an Independent Director of the Company until the conclusion of the next Annual General Meeting, in accordance with the Malaysian Code on Corporate Governance."  |                              |

**NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT**

**NOTICE IS HEREBY GIVEN** that a final single-tier dividend of 3.0 sen per ordinary share and a special dividend of 6.0 sen per ordinary share for the financial year ended 31st December 2021, if approved, will be paid on 16th June 2022. The entitlement date for the payment is 2nd June 2022.

A depositor shall qualify for entitlement only in respect of:-

- Shares transferred into the Depositor's Securities Accounts before 4:30 p.m. on 2nd June 2022 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.

**BY ORDER OF THE BOARD**

**CHIEW WOON WUI**

Membership No.: MIA 20586  
SSM Practising Certificate No.: 201908001112

**CHAN YOKE PENG**

Membership No.: MAICSA 7053966  
SSM Practising Certificate No.: 202008001791

Secretaries

Malaka

18th April 2022

**Notes:-**

- The AGM of the Company will be held and conducted on a virtual basis through live streaming and online remote voting via Remote Participation and Electronic Voting ("RPEV") facilities to be provided by the Company's Share Registrar, Boardroom Share Registrars Sdn. Bhd.. Please follow the procedures provided in the Administrative Guide for the AGM in order to register, participate and vote remotely via the RPEV facilities.  
The Administrative Guide on the conduct of a virtual AGM of the Company is available on the Company's website at <http://www.apexhealthcare.com.my/annual-general-meeting-downloads.php>.
- The venue of the AGM 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. The venue of the AGM is to inform shareholders where the electronic AGM production and streaming would be conducted from. **NO SHAREHOLDER(S)/PROXY(IES)** from the public will be allowed to be physically present at the broadcast venue.
- In respect of deposited securities, only members whose names appear in the Company's Record of Depositors as at **9th May 2022** shall be eligible to participate and vote at this meeting or appoint proxy(ies) to participate and vote on his/her behalf.
- A member of the Company who is entitled to participate and vote at this meeting is entitled to appoint not more than two (2) proxies, and in the case of a corporation, a duly authorised representative to participate and vote in its stead.
- A proxy may but need not be a member of the Company, an advocate, an approved company auditor or a person approved by the Registrar. Where a member appoints more than one (1) proxy, he shall specify the proportions of his shareholdings to be represented by each proxy.
- Where a member of the Company is an exempt authorised nominee 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 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 its common seal or under the hand of an officer or attorney duly authorised in writing.
- The appointment of proxy may be made in a hard copy form or by electronic means, not less than forty-eight (48) hours before the time for holding the AGM or at any adjournment thereof, as follows:-  
**(i) In hard copy form**  
The original instrument appointing a proxy ("**Proxy Form**") must be deposited at the Company's Share Registrar's Office at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia.  
**(ii) By electronic means**  
The Proxy Form can also be lodged electronically with the Share Registrar of the Company through Boardroom Smart Investor Online Portal at <https://investor.boardroomlimited.com/>. Please follow the procedures provided in the Administrative Guide for the AGM in order to deposit the Proxy Form electronically.
- If you have submitted your Proxy Form(s) and subsequently decide to appoint another person or wish to participate in our electronic AGM by yourself, please write in to [bsrhelpdesk@boardroomlimited.com](mailto:bsrhelpdesk@boardroomlimited.com) to revoke the earlier appointed proxy forty-eight (48) hours before this meeting.
- Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all the resolutions set out in the Notice of AGM will be put to vote by way of poll.

**EXPLANATORY NOTES ON ORDINARY BUSINESS AND SPECIAL BUSINESS**

- Audited Financial Statements for the financial year ended 31st December 2021**  
The Audited Financial Statements 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 the shareholders for the Audited Financial Statements. Hence, this item on the Agenda is not put forward for voting.
- Ordinary Resolution 3 – Payment of Directors' fees for the financial year ended 31st December 2021**  
Section 230(1) of the Companies Act 2016 provides amongst others that the fees of the Directors and any benefits payable to the Directors of the Company and its subsidiaries shall be approved at a general meeting. In this respect, the Board of Directors of the Company (the "**Board**") wishes to seek shareholders' approval for the payment of Directors' fees of RM566,364 for the financial year ended 31st December 2021, details of which are set out in the Remuneration Committee Report on page 41 of the Annual Report 2021. The amount of Directors' fees consists of the fees payable to Directors as members of the Board and Board Committees.  
The structure of annual and Board Committees fees payable to the Directors has remained unchanged since financial year 2020. In 2022, this structure of fees was reviewed by the Remuneration Committee and approved by the Board. The payment of the fees to Directors as members of the Board and Board Committees is recommended for shareholders' approval at this 23rd AGM.
- Ordinary Resolutions 4, 5 and 6 – Re-election of Directors**  
The Board via the Nomination Committee ("**NC**") has reviewed the performance of each Director subject for re-election. The NC and the Board are satisfied with the performance, contribution and effectiveness of the retiring Directors, namely Mr Robert Dobson Millner, Datuk Phang Ah Tong and Mr Leong Khai Cheong being eligible, have offered themselves for re-election at the 23rd AGM and recommend that they be re-elected as Directors of the Company.  
The three (3) retiring Directors have abstained from deliberations and decision on their own eligibility and suitability to stand for re-election at the relevant NC and Board meetings.  
The profiles of the Directors who are standing for re-election under Ordinary Resolutions 4, 5 and 6 are set out in the Profiles of the Board of Directors on pages 25 to 27 of the Annual Report 2021.
- Ordinary Resolution 7 – Re-appointment of Auditors**  
Messrs Ernst & Young PLT, the auditors of the Company have expressed their willingness to continue in office as auditors of the Company for the financial year ending 31st December 2022. The Board has approved the Audit Committee's recommendation that they be retained after taking into account relevant feedback on their experience, performance and independence following a formal assessment.
- Ordinary Resolution 8 – Authority under Sections 75 and 76 of the Companies Act 2016 for the Directors to allot and issue shares**  
This proposed resolution, if passed, will renew the authority given to the Directors of the Company to allot and issue new shares in the Company at any time, to such person or persons, upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit ("**General Mandate**"), provided that the number of shares issued pursuant to this General Mandate, when aggregated with the total number of issued shares of any such shares issued during the preceding twelve (12) months, does not exceed 10% of the total number of issued shares of the Company at the time of issue. This renewed General Mandate, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM of the Company.  
The General Mandate procured and approved in the preceding year 2021 which was not exercised by the Company during the year, will expire at the forthcoming 23rd AGM of the Company.  
With this renewed General Mandate, the Company will be able to raise funds expeditiously for the purpose of funding future investment, working capital and/or acquisition(s) without having to convene a general meeting to seek shareholders' approval when such opportunities or needs arise.
- Ordinary Resolution 9 – Authority for Ms Heng Su-Ling Mae to continue in office as Independent Director**  
Pursuant to Practice 5.3 of the Malaysian Code on Corporate Governance ("**MCCG**") published on 28th April 2021, the tenure of an independent director should not exceed a term limit of nine (9) years. Upon completion of the nine (9) years, an independent director may continue to serve on the board as a non-independent director. If the board intends to retain an independent director beyond nine (9) years, shareholders' approval must be sought through a two-tier voting process and the board must provide justification for the retention.  
Ms Heng Su-Ling Mae ("**Ms Heng**") was appointed as an Independent Director of the Company on 20th November 2008 and has served for a cumulative term of more than nine (9) years prescribed by the MCCG. In accordance with the MCCG, the NC and the Board, after having assessed the independence of Ms Heng, consider her to be independent based on amongst others, the following justifications and recommend that Ms Heng be retained as an Independent Director of the Company:  
**(i)** She has confirmed and declared that she is an Independent Director as defined under Paragraph 1.01 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad;  
**(ii)** She does not have any conflict of interest with the Company and has not been entering/is not expected to enter into contract(s) especially material contract(s) with the Company and/or its subsidiary companies;  
**(iii)** She is currently not sitting on the board of any other public and/or private companies having the same nature of business as that of the Company and its subsidiary companies; and  
**(iv)** The Board is of the opinion that Ms Heng is an important Independent Director in view of her many years on the Board with incumbent knowledge of the Company and the Group's activities and corporate history and has provided invaluable contributions to the Board in her role as an Independent Director.  
Ms Heng has abstained from deliberations and decision on her own retention as Independent Director at the relevant NC and Board meetings. Pursuant to the MCCG, the Company would adopt a two-tier voting process in seeking shareholders' approval to retain Ms Heng at the 23rd AGM.

**Personal data privacy:-**

By submitting an instrument appointing a proxy(ies) and/or representative(s) to participate and vote at the AGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"); (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.



**APEX HEALTHCARE BERHAD**  
(Registration No. 199801016979 (473108-T))  
(Incorporated in Malaysia)

**ADMINISTRATIVE GUIDE FOR TWENTY-THIRD ANNUAL GENERAL MEETING**

- Day and Date** : Wednesday, 18th May 2022
- Time** : 10:00 a.m.
- Broadcast Venue** : Level 12, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia
- Meeting Platform** : <https://meeting.boardroomlimited.my>  
(Domain Registration No. with MYNIC - D6A357657)
- Mode of Communication** : (i) Submit questions to the Board of Directors prior to the Twenty-Third (“23rd”) Annual General Meeting (“AGM”) at [enquiry@apexpharmacy.com.my](mailto:enquiry@apexpharmacy.com.my) not later than 10:00 a.m. on Monday, 16th May 2022.
- (ii) Post questions to the Board of Directors via real time submission of typed text during live streaming of 23rd AGM.

**MODE OF MEETING**

The Company will conduct its forthcoming 23rd AGM on a virtual basis through live streaming from the Broadcast Venue via remote participation and electronic voting facilities to be provided by the Company’s Share Registrar, Boardroom Share Registrars Sdn. Bhd. (in accordance with Section 327 of the Companies Act 2016 and Clause 64 of the Constitution of the Company (“**Virtual AGM**”).

This is in line with Practice 13.3 of the Malaysian Code on Corporate Governance as a Virtual AGM facilitates electronic voting and remote shareholders’ participation ultimately promoting greater shareholder participation. With the virtual meeting facilities, you may exercise your right as a member of the Company to participate (including the right to pose questions to the Board of Directors and/or Management of the Company) and vote at the Virtual AGM. Alternatively, you may also appoint the Chairman of the meeting as your proxy to attend and vote on your behalf at the Virtual AGM.

**BROADCAST VENUE**

The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires that the Chairman of the meeting to be present at the main venue. Shareholders or proxies are not allowed to be physically present at the Broadcast Venue as the venue is only meant to facilitate the conduct of the Virtual AGM. Shareholders or proxies who turn up at the Broadcast Venue would be requested to leave the venue politely.

**ENTITLEMENT TO PARTICIPATE AND VOTE**

In respect of deposited securities, only members whose names appear in the Record of Depositors on **9th May 2022** (General Meeting Record of Depositors) shall be eligible to participate in the AGM or appoint proxy(ies) to participate and/or vote on his/her behalf.

## FORM(S) OF PROXY

Shareholders are encouraged to go online, participate and vote at the Virtual AGM using remote participation and electronic voting facilities.

Shareholders who are unable to participate in our Virtual AGM are encouraged to appoint the Chairman of the meeting as your proxy and indicate the voting instructions in the Form(s) of Proxy.

Please take note that you **must** complete the Form(s) of Proxy for the AGM should you wish to appoint a proxy(ies).

Please ensure that the original Form(s) of Proxy is deposited at our Share Registrar's office not less than forty-eight (48) hours before the time for holding the meeting at the following address:-

### **Boardroom Share Registrars Sdn. Bhd.**

11th Floor, Menara Symphony  
No. 5, Jalan Prof. Khoo Kay Kim  
Seksyen 13, 46200 Petaling Jaya  
Selangor Darul Ehsan  
Malaysia

General Line : 603-7890 4700

Alternatively, you may deposit your Form(s) of Proxy by electronic means with the Share Registrar through Boardroom Smart Investor Online Portal at <https://investor.boardroomlimited.com> to sign up as user and deposit your Form(s) of Proxy electronically forty-eight (48) hours before the meeting.

## REVOCATION OF PROXY

If you have submitted your Form(s) of Proxy and subsequently decide to appoint another person or wish to participate in our Virtual AGM by yourself, please write in to [bsr.helpdesk@boardroomlimited.com](mailto:bsr.helpdesk@boardroomlimited.com) to revoke the earlier appointed proxy forty-eight (48) hours before the meeting.

## VOTING PROCEDURE

The voting procedure will be conducted by poll in accordance with Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. The Company has appointed Boardroom Share Registrars Sdn. Bhd. ("**Boardroom**") as Poll Administrator to conduct the poll by way of electronic voting ("**e-voting**") and GovernAce Advisory & Solutions Sdn. Bhd. as Independent Scrutineer to verify and validate the poll results.

During the AGM, the Chairman of the meeting will invite the Poll Administrator to brief on the e-voting housekeeping rules. The e-voting session will commence as soon as the Chairman calls for the poll to be opened and until such time when the Chairman announces the closure of the e-voting session.

For the purposes of the Virtual AGM, e-voting will be carried out via personal smart mobile phones, tablets or personal computers/laptops.

There are two (2) methods for members and proxies who wish to use their personal voting device to vote remotely. The methods are as follows:-

- (i) Use the QR Scanner Code given in the email received after successful registration; **OR**
- (ii) Navigate to the website URL <https://meeting.boardroomlimited.my>.

Upon the conclusion of the e-voting session, the Independent Scrutineer will verify the poll results followed by the declaration by the Chairman of the meeting whether the resolutions put to vote were successfully carried or not.

## REMOTE PARTICIPATION AND E-VOTING



Please note that the remote participation and e-voting is available to individual member, corporate shareholder, authorised nominee and exempt authorised nominee.

You will be able to view a live webcast of the AGM proceeding, ask questions and submit your votes in real time whilst the meeting is in progress.

Kindly follow the steps below on how to request for login ID and password:-

Before the day of the AGM	
Step	Action
1. Register Online with Boardroom Smart Investor Portal  (for first time registration)	<p>[Note: If you have already signed up with Boardroom Smart Investor Portal, you are not required to register again. You may proceed to Step 2.]</p> <ol style="list-style-type: none"> <li>Access website <a href="https://investor.boardroomlimited.com">https://investor.boardroomlimited.com</a>.</li> <li>Click &lt;&lt;<b>Register</b>&gt;&gt; to sign up as a user.</li> <li>Complete registration and upload softcopy of MyKad (front and back) or Passport.</li> <li>Please enter a valid email address and wait for Boardroom's email verification to complete your registration as indicated therein.</li> <li>Your registration will be verified and approved within one (1) business day and an email notification will be provided.</li> </ol>
2. Submit Request for Remote Participation User ID and Password	<p>[Note: The registration for remote access will be opened on Monday, 18th April 2022.]</p> <p><b>Individual Members</b></p> <ol style="list-style-type: none"> <li>Log in to <a href="https://investor.boardroomlimited.com">https://investor.boardroomlimited.com</a> using your user ID and password.</li> <li>Select &lt;&lt;<b>APEX HEALTHCARE BERHAD TWENTY-THIRD (23RD) ANNUAL GENERAL MEETING</b>&gt;&gt; from the list of Corporate Meetings and click &lt;&lt;<b>Enter</b>&gt;&gt;.</li> <li>Click &lt;&lt;<b>Register for RPEV</b>&gt;&gt;.</li> <li>Read and accept the General Terms &amp; Conditions and click &lt;&lt;<b>Next</b>&gt;&gt;.</li> <li>Enter your CDS Account Number and number of securities held and thereafter submit your request.</li> </ol> <p><b>Appointment of Proxy</b></p> <ol style="list-style-type: none"> <li>Log in to <a href="https://investor.boardroomlimited.com">https://investor.boardroomlimited.com</a> using your user ID and password.</li> <li>Select &lt;&lt;<b>APEX HEALTHCARE BERHAD TWENTY-THIRD (23RD) ANNUAL GENERAL MEETING</b>&gt;&gt; from the list of Corporate Meetings and click &lt;&lt;<b>Enter</b>&gt;&gt;.</li> <li>Click &lt;&lt;<b>Submit eProxy Form</b>&gt;&gt;.</li> <li>Read and accept the General Terms and Conditions by clicking &lt;&lt;<b>Next</b>&gt;&gt;.</li> <li>Enter your CDS Account Number and number of securities held.</li> <li>Select your proxy – either the Chairman of the meeting or individual named proxy(ies) and enter the required particulars of your proxy(ies).</li> <li>Indicate your voting instructions – “<b>FOR</b>” or “<b>AGAINST</b>” or “<b>ABSTAIN</b>”. If you wish to have your proxy(ies) to act upon his/her discretion, please indicate “<b>DISCRETIONARY</b>”.</li> <li>Review and confirm your proxy appointment.</li> <li>Click &lt;&lt;<b>Apply</b>&gt;&gt;.</li> <li>Download or print the eProxy form as acknowledgement.</li> </ol>

**REMOTE PARTICIPATION AND E-VOTING (Cont'd)**

<b>Before the day of the AGM (Cont'd)</b>		
<b>Step</b>		<b>Action</b>
2.	Submit Request for Remote Participation User ID and Password (Cont'd)	<p><b>Corporate Shareholders, Authorised Nominee and Exempt Authorised Nominee</b></p> <p>a. Write in to <a href="mailto:bsr.helpdesk@boardroomlimited.com">bsr.helpdesk@boardroomlimited.com</a> by providing the name of Member, CDS Account Number accompanied with the Certificate of Appointment of Corporate Representative or Form(s) of Proxy (as the case may be) to submit the request.</p> <p>b. Please provide a copy of Corporate Representative's or Proxy's MyKad (Front and Back) or Passport as well as his/her email address.</p> <p>✓ You will receive notification(s) from Boardroom that your request(s) has/have been received and is/are being verified.</p> <p>✓ Upon system verification against the General Meeting Record of Depositories as at <b>9th May 2022</b>, you will receive an email from Boardroom either approving or rejecting your registration for remote participation.</p> <p>✓ You will also receive your remote access user ID and password along with the email from Boardroom if your registration is approved.</p> <p>✓ Please note that the closing time to submit your request for remote participation User ID and Password is on <b>Monday, 16th May 2022 at 10:00 a.m.</b> (48 hours before the commencement of the AGM).</p>
<b>On the day of the AGM (18th May 2022)</b>		
<b>Step</b>		<b>Action</b>
3.	Login to Virtual Meeting Portal	<p><i>[Please note that the quality of the connectivity to Virtual Meeting Portal for live web cast as well as for remote online voting is highly dependent on the bandwidth and the stability of the internet connectivity available at the location of the remote users.]</i></p> <p>a. The Virtual Meeting Portal will be opened for login starting an hour (1 hour) before the commencement of AGM on Wednesday, 18th May 2022 at 10:00 a.m..</p> <p>b. Follow the steps given to you in the email along with your remote access user ID and password to login to the Virtual Meeting Portal.</p>
4.	Participate through Live	<p><i>[Note: Questions submitted online will be moderated before being sent to the Chairman to avoid repetition.]</i></p> <p>a. If you would like to view the live webcast, select the broadcast  icon.</p> <p>b. If you would like to ask a question during the AGM, select the messaging icon. </p> <p>c. Type your message within the chat box, once completed click the send button.</p>
5.	Online Remote Voting	<p>a. Once voting has been opened, the polling page will appear with the resolutions and your voting choices on your screen until the Chairman declares the end of the voting session.</p> <p>b. To vote, select your voting direction from the options provided. A confirmation message will appear to indicate that your vote has been received.</p> <p>c. To change your vote, re-select your voting preference.</p> <p>d. If you wish to cancel your vote, please press "Cancel".</p>
6.	End of Remote Participation	<p>a. Upon the announcement by the Chairman on the closure of the AGM, the live webcast will end.</p> <p>b. You can now logout from Virtual Meeting Portal.</p>

## **NO VOUCHERS/DOOR GIFTS**

There will be **NO VOUCHER(S) OR ANY DOOR GIFT(S)** for shareholders/proxies who participate in the AGM.

## **PRE-MEETING SUBMISSION OF QUESTIONS TO THE BOARD OF DIRECTORS**

In order to enhance the efficiency of the proceedings of the 23rd AGM, the shareholders may submit questions to the Company at [enquiry@apexpharmacy.com.my](mailto:enquiry@apexpharmacy.com.my) **not later than 16th May 2022 at 10:00 a.m.** (48 hours before the commencement of the AGM) or select the messaging icon in the online meeting platform of LUMI AGM to transmit questions via real time submission of typed text during live streaming of the 23rd AGM. If time permits, the Chairman and the Board of Directors will endeavour their best to respond to the questions submitted by the shareholders which are related to the resolutions to be tabled at the AGM. The shareholders are encouraged to submit questions before the 23rd AGM as priority will be given to questions submitted before the AGM.

## **RECORDING OR PHOTOGRAPHY AT THE AGM**

Strictly no recording or photography of the AGM proceedings is allowed.

## **ENQUIRY**

If you have any enquiries prior to the AGM, please contact the following during office hours on Mondays to Fridays (except on public holidays):-

### **Boardroom Share Registrars Sdn. Bhd.**

General Line : 603-7890 4700  
Fax No. : 603-7890 4670  
Email : [bsr.helpdesk@boardroomlimited.com](mailto:bsr.helpdesk@boardroomlimited.com)

### **Apex Healthcare Berhad**

General Line : 603-5637 6888  
Fax No. : 603-5636 9280  
Email : [enquiry@apexpharmacy.com.my](mailto:enquiry@apexpharmacy.com.my)

## **PERSONAL DATA POLICY**

By registering for the remote participation and electronic voting meeting and/or submitting the instrument appointing a proxy(ies) and/or representative(s), the member of the Company has consented to the use of such data for purposes of processing and administration by the Company (or its agents); and to comply with any laws, listing rules, regulations and/or guidelines. The member agrees that he/she will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the shareholder's breach of warranty.

# FORM OF PROXY

APEX HEALTHCARE BERHAD (199801016979 (473108-T))  
(Incorporated in Malaysia)

No. of Shares held	
CDS Account No.	

I/We, \_\_\_\_\_ NRIC/Registration No. \_\_\_\_\_  
(Full name in block letters)

of \_\_\_\_\_  
(Full Address)

and telephone/mobile no. \_\_\_\_\_ email address \_\_\_\_\_

being a member/members of **APEX HEALTHCARE BERHAD**, hereby appoint \_\_\_\_\_  
(Full name in block letters)

NRIC/Passport No. \_\_\_\_\_ of \_\_\_\_\_  
(Full Address)

and telephone/mobile no. \_\_\_\_\_ email address \_\_\_\_\_

or failing him/her, \_\_\_\_\_ NRIC/Passport No. \_\_\_\_\_  
(Full name in block letters)

of \_\_\_\_\_  
(Full Address)

and telephone/mobile no. \_\_\_\_\_ email address \_\_\_\_\_

or failing him/her, \*the Chairman of the meeting as my/our proxy to vote for me/us and on my/our behalf at the Twenty-Third Annual General Meeting ("AGM") of Apex Healthcare Berhad (the "Company") to be held and conducted on a virtual basis through live streaming from the broadcast venue at Level 12, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia via the meeting platform at <https://meeting.boardroomlimited.my/> (Domain Registration No. with MYNIC - D6A357657) on Wednesday, 18th May 2022 at 10:00 a.m. and at each and every adjournment thereof, on the following resolutions referred to in the Notice of the Twenty-Third AGM.

\* Please delete the words "the Chairman of the meeting" if you wish to appoint some other person to be your proxy.

My/Our proxy is to vote as indicated below:-

	RESOLUTION	*FOR	*AGAINST
Ordinary Resolution 1	To approve a final single-tier dividend of 3.0 sen per ordinary share for the financial year ended 31st December 2021.		
Ordinary Resolution 2	To approve a special dividend of 6.0 sen per ordinary share for the financial year ended 31st December 2021.		
Ordinary Resolution 3	To approve the payment of Directors' fees of RM566,364 for the financial year ended 31st December 2021.		
Ordinary Resolution 4	To re-elect Mr Robert Dobson Millner who retires by rotation pursuant to Clause 95 of the Constitution of the Company.		
Ordinary Resolution 5	To re-elect Datuk Phang Ah Tong who retires by rotation pursuant to Clause 95 of the Constitution of the Company.		
Ordinary Resolution 6	To re-elect Mr Leong Khai Cheong who retires pursuant to Clause 102 of the Constitution of the Company.		
Ordinary Resolution 7	To re-appoint Messrs Ernst & Young PLT as the Auditors of the Company and to authorise the Directors to fix their remuneration.		
Ordinary Resolution 8	Authority under Sections 75 and 76 of the Companies Act 2016 for the Directors to allot and issue shares.		
Ordinary Resolution 9	Authority for Ms Heng Su-Ling Mae to continue in office as an Independent Director of the Company.		

Subject to the abovestated voting instructions, my/our proxy may vote or abstain from voting on any resolutions as \*he/\*she/\*they may think fit.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2022

The proportion of my/our shareholdings to be represented by my/our proxies are as follows:-

	Percentage
First Proxy	_____ %
Second Proxy	_____ %
Total	_____ 100%

Signature of Member(s)^

^ Manner of execution:-

- If you are an individual member, please sign where indicated.
- If you are a corporate member which has a common seal, this Form of Proxy should be executed under seal in accordance with the Constitution of your corporation.
- If you are a corporate member which does not have a common seal, this Form of Proxy should be affixed with the rubber stamp of your corporation (if any) and executed by:-
  - at least two (2) authorised officers, of whom one shall be a director; or
  - any Director and/or authorised officers in accordance with the laws of the country under which your corporation is incorporated.

**Notes:**

1. The AGM of the Company will be held and conducted on a virtual basis through live streaming and online remote voting via Remote Participation and Electronic Voting ("RPEV") facilities to be provided by the Company's Share Registrar, Boardroom Share Registrars Sdn. Bhd.. Please follow the procedures provided in the Administrative Guide for the AGM in order to register, participate and vote remotely via the RPEV facilities.  
The Administrative Guide on the conduct of a virtual AGM of the Company is available on the Company's website at <http://www.apexhealthcare.com.my/annual-general-meeting-downloads.php>.
2. The venue of the AGM 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. The venue of the AGM is to inform shareholders where the electronic AGM production and streaming would be conducted from. **NO SHAREHOLDER(S)/ PROXY(IES)** from the public will be allowed to be physically present at the broadcast venue.
3. In respect of deposited securities, only members whose names appear in the Company's Record of Depositors as at **9th May 2022** shall be eligible to participate and vote at this meeting or appoint proxy(ies) to participate and vote on his/her behalf.
4. A member of the Company who is entitled to participate and vote at this meeting is entitled to appoint not more than two (2) proxies, and in the case of a corporation, a duly authorised representative to participate and vote in its stead.
5. A proxy may but need not be a member of the Company, an advocate, an approved company auditor or a person approved by the Registrar. Where a member appoints more than one (1) proxy, he shall specify the proportions of his shareholdings to be represented by each proxy. Where a member of the company is an exempt authorised nominee 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.

7. 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 its common seal or under the hand of an officer or attorney duly authorised in writing.
8. The appointment of proxy may be made in a hard copy form or by electronic means, not less than forty-eight (48) hours before the time for holding the AGM or at any adjournment thereof, as follows:-
  - (i) **In hard copy form**  
The original instrument appointing a proxy ("Proxy Form") must be deposited at the Company's Share Registrar's Office at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia.
  - (ii) **By electronic means**  
The Proxy Form can also be lodged electronically with the Share Registrar of the Company through Boardroom Smart Investor Online Portal at <https://investor.boardroomlimited.com/>. Please follow the procedures provided in the Administrative Guide for the AGM in order to deposit the Proxy Form electronically.
9. If you have submitted your Proxy Form(s) and subsequently decide to appoint another person or wish to participate in our electronic AGM by yourself, please write in to [bsr.helpdesk@boardroomlimited.com](mailto:bsr.helpdesk@boardroomlimited.com) to revoke the earlier appointed proxy forty-eight (48) hours before this meeting.
10. Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in the Notice of AGM will be put to vote by way of poll.

**Personal Data Privacy:-**

By submitting an instrument appointing a proxy(ies) and/or representative(s), the member accepts and agrees to the personal data privacy terms pursuant to Personal Data Protection Act, 2010.

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The Share Registrar  
**Boardroom Share Registrars Sdn. Bhd.**  
(Registration no. 199601006647 [378993-D])

11th Floor, Menara Symphony  
No. 5, Jalan Prof. Khoo Kay Kim  
Seksyen 13, 46200 Petaling Jaya  
Selangor Darul Ehsan  
Malaysia

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