



**SMILE-LINK HEALTHCARE GLOBAL BERHAD**  
(Registration No. 201701040296 (1254469-U))  
(Incorporated in Malaysia)

**NOTICE IS HEREBY GIVEN THAT** the Fifth Annual General Meeting of the Company will be conducted on fully virtual basis via an online meeting platform at <https://bit.ly/44AXsxV> on Thursday, 22 June 2023 at 5.00 p.m., for the following purposes:

**AGENDA**

**ORDINARY BUSINESS**

- |    |   |   |
|----|---|---|
| 1. | To receive the Audited Financial Statements for the financial year ended 31 December 2022 together with the Directors' and Audit Reports thereon.             | <b>Please refer to Explanatory Note 1</b> |
| 2. | To approve the Directors' fees and allowances to the Directors of up to RM216,000.00 from Fifth Annual General Meeting until the next Annual General Meeting. | <b>Ordinary Resolution 1</b>              |
| 3. | To re-elect the following Directors who are retiring by rotation in accordance with Clause 18.3 of the Company's Constitution:                                |   |
|    | (a) Datin Wong Chien Yue  | <b>Ordinary Resolution 2</b>              |
|    | (b) Ms. Ong Shiow Yee   | <b>Ordinary Resolution 3</b>              |
| 4. | To re-appoint Messrs. ChengCo PLT as the Company's Auditors for the ensuing year and to authorise the Directors to fix their remuneration.                    | <b>Ordinary Resolution 4</b>              |

**SPECIAL BUSINESS**

To consider and, if thought fit, to pass the following Ordinary Resolution:

- |    |   |   |
|----|---|---|
| 5. | <b>Authority to Issue and Allot Shares Pursuant to Sections 75 and 76 of the Companies Act 2016</b>   | <b>Ordinary Resolution 5</b>              |
|    | <p>"<b>THAT</b> subject always to the Companies Act, 2016 ("Act"), Constitution of the Company, LEAP Market Listing Requirements of Bursa Malaysia Securities Berhad and the approvals of the relevant authorities, the Directors be and are hereby authorised pursuant to Sections 75 and 76 of the Act, to issue and allot shares in the Company 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 pursuant to this resolution does not exceed 100% of the total number of issued shares of the Company at the time of issue, of which the aggregate number of shares issued other than on a pro rata basis to existing shareholders must be not more than 50% of the total number of issued shares of the Company <b>AND THAT</b> such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company.</p> | <b>Please refer to Explanatory Note 2</b> |

**AND FURTHER THAT** pursuant to Section 85 of the Companies Act, 2016 read together with Clause 13.2 of the Company's Constitution, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company and to offer new shares arising from the issuance and allotment of the new shares pursuant to Sections 75 and 76 of the Companies Act 2016 **AND THAT** the Board of Directors of the Company is exempted from the obligation to offer such new shares first to the existing shareholders of the Company."

6. **Proposed amendments to the Constitution of the Company**

**Special  
Resolution**

“**THAT** the proposed amendment to the Constitution of the Company (“Proposed Amendments”) as set out in “Appendix A” be and is hereby approved and adopted.

**AND THAT** the Board be and is hereby authorised and empowered to do or procure to be done all such acts, deeds and things and to execute, sign and deliver, on behalf of the Company, all such documents to give effect to and complete the Proposed Amendments with full power to assent to any conditions, variations, modifications and/or amendments as may be required or imposed by the relevant authorities and/or parties and as the Board may deem necessary and expedient to finalise, implement and give full effect to the Proposed Amendments.”

7. To transact any other business of the Company of which due notice shall be given in accordance with the Company’s Constitution and the Companies Act 2016.

By Order of the Board

**WONG YOUN KIM**

SSM PC NO. 201908000410

(MAICSA 7018778)

Company Secretary

Date: 29 May 2023

**NOTES:**

1. Please refer to the Administrative Guide for the procedures to register and participate in the virtual meeting. Shareholders will not be allowed to attend the Fifth Annual General Meeting in person on the day of the meeting.
2. A member of the Company entitled to join and vote at the meeting is entitled to appoint a proxy/proxies, to attend and vote instead of him. A proxy may but need not be a member of the Company and need not be an advocate, an approved company auditor or a person appointed by the Registrar of Companies.
3. In respect of deposited securities, only members whose names appear in the Record of Depositors on 15 June 2023 (General Meeting Record of Depositors) shall be eligible to attend, speak and vote at this meeting.
4. A member shall be entitled to appoint not more than two (2) proxies to attend, speak and vote at this meeting.
5. Where a member appoints two (2) proxies, the member shall specify the proportions of his/her shareholdings to be represented by each proxy failing which, the appointment shall be invalid.
6. Where a member 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. To be valid, the original proxy form, duly completed must be deposited at the registered office of the Company at Level 5, Tower 8, Avenue 5, Horizon 2, Bangsar South City 59200 Kuala Lumpur not less than twenty-four (24) hours before the time appointed for holding the meeting or at any adjournment thereof.
8. If the appointor is a corporation the proxy form must be executed under its common seal or under the hand of an officer or attorney duly authorised.
9. By submitting the duly executed proxy form, the member and his/her proxy consent to the Company (and/or its agents/service providers) collecting, processing, using and disclosing the personal data therein in accordance with the Personal Data Protection Act 2010 for the purpose of this meeting and at any adjournment thereof.

## EXPLANATORY NOTES ON SPECIAL BUSINESS

1. **Item 1 of the Agenda - Audited Financial Statements for the Financial Year Ended 31 December 2022**

The Audited Financial Statements are for discussion only as the approval of the shareholders is not required pursuant to the provisions of Section 340(1)(a) of the Companies Act 2016. Hence, this Agenda is not put forward for voting by the shareholders of the Company.

2. **Ordinary Resolution 5 - Authority to Issue and Allot Shares pursuant to Section 75 and Section 76 of the Companies Act, 2016**

The Ordinary Resolution 5, if passed, is proposed for the purpose of granting the Company a renewed general mandate (“**General Mandate**”) under Sections 75 and 76 of the Companies Act 2016 and subject to Rule 5.04 of the LEAP Market Listing Requirements of Bursa Securities.

The Ordinary Resolution 5, if passed, will give the Directors of the Company authority to issue ordinary shares in the Company at any time in their absolute discretion without convening a general meeting. The authorisation, unless revoked or varied by the Company at a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company, or during the expiration of period within which the next Annual General Meeting is required by law to be held, whichever is earlier.

The General Mandate, if granted, will provide flexibility to the Company for any possible fund-raising activities, including but not limited to, further placing of shares, for the purpose of funding investment project(s), working capital and/or acquisitions.

As at the date of this Notice, the Company has not issued any ordinary shares pursuant to the general mandate that granted by the shareholders at the Fourth Annual General Meeting of the Company held on 30 June 2022 and hence, no proceeds were raised therefrom.

The approval of the issuance and allotment of the new shares under Sections 75 and 76 of the Companies Act 2016 shall have the effect of the shareholders having agreed to waive their statutory pre-emptive rights pursuant to Section 85 of the Companies Act, 2016 and Clause 13.2 of the Constitution of the Company, the shareholders of the Company hereby agree to waive and are deemed to have waived their statutory pre-emptive rights pursuant to Section 85 of the Companies Act, 2016 and Clause 13.2 of the Constitution of the Company pertaining to the issuance and allotment of new shares under Sections 75 and 76 of the Companies Act 2016, which will result in a dilution to their shareholding percentage in the Company.

## APPENDIX A

### PROPOSED AMENDMENT TO THE CONSTITUTION OF THE COMPANY

#### Details of the Proposed Amendment to the Constitution

The Clause of the Constitution of the Company is proposed to be amended in the following manner:

Clause No.	Existing Clause	Clause No.	Proposed changes to the Clause
13.2	<p>Subject to any direction to the contrary that may be given by the Company in a meeting of Members, all new shares or other convertible securities of whatever kind, before they are issued, be offered to such persons as at the date of the offer are entitled to receive notices from the Company of meetings of Members in proportion, as nearly as the circumstances admit, to the amount of the existing shares or securities to which they are entitled. The offer shall be made by notice specifying the number of shares or securities offered and limiting a time within which the offer, if not accepted shall be deemed to be declined and after the expiration of that time or on the receipt of an intimation from the person to whom the offer is made that the declines to accept the shares or securities offered, the Board may dispose of those shares or securities in such manner as they think most beneficial to the Company. The Board may also dispose of any new shares or securities which (by reason of the ratio which the new shares or securities bear to shares or securities held by persons entitled to an offer of new shares or securities) cannot, in the opinion of the Board, be conveniently offered under this Article.</p>	13.2	<p>Subject to any direction to the contrary that may be given by the Company in general meeting, all new shares or other convertible securities shall, before issue, be offered to such persons as at the date of the offer are entitled to receive notices from the company of general meetings in proportion as nearly as the circumstances admit, to the amount of the existing shares or securities to which they are entitled. The offer shall be made by notice specifying the number of shares or securities offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and after the expiration of that time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares or securities offered, the directors may dispose of those shares or securities in such manner as they think most beneficial to the company. The directors may likewise also dispose of any new share or security which (by reason of the ratio which the new shares or securities bear to shares or securities held by persons entitled to an offer of new shares or securities) cannot, in the opinion of the directors, be conveniently offered under this Constitution. For the avoidance of doubt, where the approval of Members is obtained in a general meeting for any issuance of shares or convertible securities, including approvals obtained under Sections 75 and 76 of the Act, such approval shall be deemed to be a direction to the contrary given in general meeting which will render the pre-emptive rights above inapplicable. In any case and in respect of any issuance of shares or convertible securities, the pre-emptive rights of Members are strictly as contained in the Constitution and accordingly, the provisions of Section 85 of the Act in respect of pre-emptive rights to new shares, shall not apply.</p>



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**PROXY FORM**

CDS Account No.	
Total number of ordinary shares held	

I/We \_\_\_\_\_ NRIC/Passport/Company No \_\_\_\_\_  
(Full name in block letters)

of \_\_\_\_\_  
(Full address)

being a member/members of **Smile-Link Healthcare Global Berhad**, do hereby  
appoint \_\_\_\_\_  
(Full name in block letters and NRIC/Passport No.)

of \_\_\_\_\_  
(Full address)

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

of \_\_\_\_\_  
(Full address)

or failing him/her, the Chairman of the meeting as my/our proxy(ies) to vote for me/us on my/our behalf at the Fifth Annual General Meeting of the Company to be held on fully virtual basis via an online meeting platform at <https://bit.ly/44AXsxV> on Thursday, 22 June 2023 at 5.00 p.m.

The proportion of \*my/our holdings to be represented by \*my/our proxy(ies) are as follows:

First Proxy: _____ %	Second Proxy: _____ %
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My/our proxy(ies) is to vote as indicated below:

Resolution	Agenda	FOR	AGAINST
Ordinary Resolution 1	To approve the Directors' fees and allowances to the Directors of up to RM216,000.00 from Fifth Annual General Meeting until the next Annual General Meeting		
Ordinary Resolution 2	To re-elect Datin Wong Chien Yue who is retiring by rotation in accordance with Clause 18.3 of the Company's Constitution		
Ordinary Resolution 3	To re-elect Ms. Ong Shiow Yee who is retiring by rotation in accordance with Clause 18.3 of the Company's Constitution		
Ordinary Resolution 4	Reappointment of Messrs. ChengCo PLT as Auditors		
Ordinary Resolution 5	Authority to Issue and Allot Shares Pursuant to Sections 75 and 76 of the Companies Act 2016		
Special Resolution	Proposed Amendments to the Constitution		

Please indicate with an "X" in the space provided how you wish your vote to be cast. If you do not do so, the Proxy will vote or abstain from voting at his/her discretion.

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2023.

\_\_\_\_\_  
Signature of Member / Common Seal

*Fold this flap for sealing*

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**NOTES:**

1. Please refer to the Administrative Guide for the procedures to register and participate in the virtual meeting. Shareholders will not be allowed to attend the Fifth Annual General Meeting in person on the day of the meeting.
2. A member of the Company entitled to join and vote at the meeting is entitled to appoint a proxy/proxies, to attend and vote instead of him. A proxy may but need not be a member of the Company and need not be an advocate, an approved company auditor or a person appointed by the Registrar of Companies.
3. In respect of deposited securities, only members whose names appear in the Record of Depositors on 15 June 2023 (General Meeting Record of Depositors) shall be eligible to attend, speak and vote at this meeting.
4. A member shall be entitled to appoint not more than two (2) proxies to attend, speak and vote at this meeting.
5. Where a member appoints two (2) proxies, the member shall specify the proportions of his/her shareholdings to be represented by each proxy failing which, the appointment shall be invalid.
6. Where a member 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. To be valid, the original proxy form, duly completed must be deposited at the registered office of the Company at Level 5, Tower 8, Avenue 5, Horizon 2, Bangsar South City 59200 Kuala Lumpur not less than twenty-four (24) hours before the time appointed for holding the meeting or at any adjournment thereof.
8. If the appointor is a corporation the proxy form must be executed under its common seal or under the hand of an officer or attorney duly authorised.
9. By submitting the duly executed proxy form, the member and his/her proxy consent to the Company (and/or its agents/service providers) collecting, processing, using and disclosing the personal data therein in accordance with the Personal Data Protection Act 2010 for the purpose of this meeting and at any adjournment thereof.

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AFFIX  
STAMP

The Company Secretary  
**SMILE-LINK HEALTHCARE GLOBAL BERHAD**  
Level 5, Tower 8, Avenue 5, Horizon 2,  
Bangsar South City, 59200 Kuala Lumpur

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## **ADMINISTRATIVE GUIDE**

### **IN RESPECT OF THE FIFTH ANNUAL GENERAL MEETING (“5<sup>TH</sup> AGM”) TO BE HELD VIA AN ONLINE PLATFORM**

<b>DATE:</b>  Thursday, 22 June 2023	<b>TIME:</b>  5.00 p.m.	<b>BROADCAST VENUE:</b>  Fully virtual via an online meeting platform at <a href="https://bit.ly/44AXsxV">https://bit.ly/44AXsxV</a> provided by Acclime Corporate Services Sdn. Bhd. in Malaysia
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#### **GENERAL MEETING RECORD OF DEPOSITORS**

1. In respect of deposited securities, only members whose names appear on the Record of Depositors on 15 June 2023 (General Meeting Record of Depositors) shall be eligible to attend, speak and vote at the or appoint proxy(ies) to attend and/or vote on his(her) behalf.

#### **PROXY**

2. A member entitled to participate and vote remotely at the 5<sup>th</sup> AGM using the Virtual Meeting Facilities is entitled to appoint proxy/proxies, to participate and vote instead of him. If you are unable to attend the meeting and wish to appoint a proxy to vote on your behalf, please submit your Form of Proxy in accordance with the notes and instructions set out hereunder.
3. Alternatively, if a shareholder is unable to attend the Annual General Meeting via Virtual Meeting Facilities on 22 June 2023, he/she can appoint the Chairman of the meeting as his/her proxy and indicate the voting instructions in the Form of Proxy.
4. The instrument appointing a proxy must be deposited at the Registered Office of the Company at Level 5, Tower 8, Avenue 5, Horizon 2, Bangsar South City, 59200 Kuala Lumpur, not less than twenty-four (24) hours before the time appointed for the taking of poll at the meeting or adjourned meeting, not later than **Wednesday, 21 June 2023 at 5.00 p.m.**

#### **POLL VOTING**



5. The voting at the 5<sup>th</sup> AGM will be conducted by poll in accordance with Clause 16 of the Company’s Constitution. The Company has appointed ACCLIME CORPORATE SERVICES SDN BHD as Poll Administrator to conduct the poll by way of online voting.
6. Shareholders can proceed to vote on the resolutions and submit your votes at any time from the commencement of the 5<sup>th</sup> AGM at 5.00 p.m. and before the end of the voting session which will be announced by the Chairman of the meeting. The Online Voting link will be displayed in the Chat Box upon the commencement of the meeting. The QR Code for the Online Voting will also display on the screen upon the commencement of the voting session. Upon completion of the voting session for the 5<sup>th</sup> AGM, the Scrutineers will verify and announce the poll results followed by the Chairman’s declaration whether the resolutions are duly passed.

## VIRTUAL MEETING FACILITIES

7. We would like to invite the Shareholders to participate and vote remotely at the 5<sup>th</sup> AGM using the Virtual Meeting Facilities. Please refer to item 10 on the registration link.
8. For Corporate Shareholders, please register yourself via the Registration Link provided below to provide the following documents to Acclime Corporate Services Sdn Bhd not later than **Wednesday, 21 June 2023 at 5.00 p.m.**
- Original certificate of appointment of its Corporate Representative under the seal of the corporation; and
  - Corporate Representative's e-mail address and hand-phone number.

Upon receipt of such documents, Acclime Corporate Services Sdn Bhd will liaise with yourselves on the participation link.

9. For the beneficiary of the shares under a Nominee Company's CDS account who wishes to use the Virtual Meeting Facility at the 5<sup>th</sup> AGM may request its Nominee Company to appoint him/her as proxy to participate and vote remotely at the 5<sup>th</sup> AGM via the Virtual Meeting Facilities, please submit the duly executed Form of Proxy to Acclime Corporate Services Sdn Bhd not later than **Wednesday, 21 June 2023 at 5.00 p.m.** and register yourself via the Registration Link below.
10. Please follow the following steps to be taken for participating and voting via the Virtual Meeting Facilities:

<b>BEFORE THE AGM</b>		
(a)	REGISTRATION	<ul style="list-style-type: none"> <li>You may register yourself as Shareholder / Proxy / Corporate Representative / Beneficiary Owner of an Exempt Nominee by scanning the QR Code below or via <a href="https://bit.ly/44AXsxV">https://bit.ly/44AXsxV</a> for verification of attendance purpose.</li> </ul> <div style="text-align: center;">  </div>
(b)	CONFIRMATION OF ATTENDANCE	<ul style="list-style-type: none"> <li>Upon verification, the participation link will be sent to you via email.</li> </ul>
(c)	SUBMISSION OF QUESTIONS	<ul style="list-style-type: none"> <li>You may submit any questions online by scanning the QR Code below or via <a href="https://bit.ly/44RowJh">https://bit.ly/44RowJh</a> and to submit your questions accordingly:</li> </ul> <div style="text-align: center;">  </div>



<b>ON THE AGM DAY</b>		
(d)	PARTICIPATION	<ul style="list-style-type: none"> <li>• To participate in the meeting, click on the participation link which was provided to you via email, at least 15 minutes before the commencement of meeting at 5.00 p.m. on 22 June 2023.</li> <li>• If you have any questions to be raised during the meeting, you may submit it by using the Q&amp;A box.</li> <li>• The Chairman/Board of Directors will address the questions submitted prior or during the meeting accordingly.</li> </ul>
(e)	ONLINE VOTING	<ul style="list-style-type: none"> <li>• Upon the commencement of the meeting, the link to the online voting will be displayed in the Chat Box of the Virtual Meeting Room.</li> <li>• Members or proxies may commence voting from 5.00 p.m. on 22 June 2023 until such time when the Chairman announces the closing of the voting session.</li> <li>• After the counting of votes, the Chairman will announce the poll results.</li> </ul>
(f)	CLOSURE	The 5 <sup>th</sup> AGM will be closed upon the announcement by the Chairman.

#### **NO DOOR GIFT**

There will be no distribution of door gifts for the participation of the AGM.

#### **NO RECORDING OR PHOTOGRAPHY**

Unauthorised recording and photography are strictly prohibited at the AGM.

#### **ENQUIRY**

If you have any enquiry or require any assistance before or during the AGM, please contact the following during office hours from 9.00 a.m. to 5.00 p.m. (Mondays to Fridays).

#### **ACCLIME CORPORATE SERVICES SDN BHD**

**Registration No. 199901021060 (495960-D)**

Level 5, Tower 8, Avenue 5, Horizon 2

Bangsar South City

59200 Kuala Lumpur

Tel : 603-2280 6388

Mobile/WhatsApp: 017 388 3989

Fax : 603-2280 6399

Email : [virtualsupport@acclime.com](mailto:virtualsupport@acclime.com)

Contact Person: Acclime Virtual Meeting Administrator

Kindly check the Company's announcement to Bursa Malaysia Securities Berhad for the latest updates on the arrangement of the 5<sup>th</sup> AGM.