

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Second ("2nd") Annual General Meeting ("AGM") of Alpha IVF Group Berhad ("Alpha IVF" or the "Company") will be held at Ballroom V, Main Wing, Tropicana Golf & Country Resort, Jalan Kelab Tropicana, 47410 Petaling Jaya, Selangor Darul Ehsan, Malaysia on **Tuesday, 29 October 2024 at 10.30 a.m.** for the following purposes:

AGENDA

As Ordinary Business

- To receive the Audited Financial Statements for the financial year ended 31 May 2024 together with the Reports of the Directors and Auditors thereon.
- To approve the payment of Directors' Fees up to RM450,000.00 and benefits up to RM40,000.00 to the non-Executive Directors from the passing of this resolution until the next AGM of the Company and further, to authorise the Directors to apportion the fees and make payment in the manner as the Directors may determine.
- To re-elect the following Directors who are retiring by rotation in accordance with Clause 136 of the Constitution of the Company:
 - Dato' Dr. Tan Kee Kwong; and
 - Mr. Tung Fook Heng.
- To re-appoint Crowe Malaysia PLT as Auditors of the Company and to authorise the Directors to determine their remuneration.

(Please refer to
Explanatory Note 1)

(Ordinary Resolution 1)

(Ordinary Resolution 2)

(Ordinary Resolution 3)

(Ordinary Resolution 4)

As Special Business

To consider, and if thought fit, pass the following as Ordinary Resolutions with or without modification:

- AUTHORITY TO DIRECTORS PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016**

"THAT subject always to the Companies Act 2016, the Company's Constitution, the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad ("AMLR") and the approval of any relevant governmental and/or regulatory authorities, where such approval is required, the Directors of the Company be and are hereby authorised and empowered pursuant to Sections 75 and 76 of the Companies Act 2016 to:

- allot shares in the Company; and/or
- grant rights to subscribe for shares in the Company; and/or
- convert any security into shares in the Company; and/or
- allot shares under an agreement or option or offer,
("New Shares")

at any time and from time to 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 such New Shares to be issued during the preceding 12 months does not exceed 10% of the total number of issued shares (excluding treasury shares) of the Company as prescribed by the AMLR at the time of issuance of shares and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion deem fit, and such authority under this resolution shall continue to be in force until the conclusion of the next AGM of the Company or when it is required by law to be held, whichever is earlier, and that:

- approval and authority be and are given to the Directors of the Company to take all such actions that may be necessary and/or desirable to give effect to this resolution and in connection therewith to enter into and execute on behalf of the Company any instrument, agreement and/or arrangement with any person, and in all cases with full powers to assent to any condition, modification, variation and/or amendment (if any) in connection therewith, and
- the Directors of the Company be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad.

AND THAT in connection with the above, pursuant to Section 85 of the Companies Act 2016 to be read together with Clause 14 of the Constitution of the Company, the shareholders of the Company do hereby waive their pre-emptive rights over all new shares, options over or grants of new shares or any other convertible securities in the Company and/or any new shares to be issued pursuant to such options, grants or other convertible securities, such new shares when issued, to rank pari passu with existing issued shares in the Company."

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

By order of the Board
Leong Sue Ching
Company Secretary
(MAICSA 7040814) (SSM PC No.: 201908001823)

Kuala Lumpur

30 September 2024

NOTES:

- A member of the Company entitled to attend and vote at a meeting of the Company, or at a meeting of any class of members of the Company, shall be entitled to appoint not more than two (2) proxies to attend and vote in his/her stead at the meeting, and that a proxy may but need not be a member. There shall be no restriction as to the qualification of the proxy. Where a member appoints more than one (1) proxy, he/she shall specify the proportion of his/her holdings to be represented by each proxy, failing which the appointment shall be invalid. A proxy appointed to attend and vote at a meeting of the Company shall have the same rights as the member to speak at the meeting.
- Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 ("SICDA"), it may appoint not more than two (2) proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account. The appointment of two (2) proxies in respect of any particular securities account shall be invalid unless the authorised nominee specifies the proportion of its shareholding 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 (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. Where an exempt authorised nominee appoints more than one (1) proxy in respect of each Omnibus Account, the appointment shall be invalid unless the exempt authorised nominee specifies the proportion of its shareholding to be represented by each proxy. An exempt authorised nominee refers to an authorised nominee defined under the SICDA which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.
- The instrument appointing a proxy shall be in writing under the hand of the appointer or of his/her attorney duly authorised in writing, or, if the appointer is a corporation, either under its Common Seal, or under the hand of an officer or attorney duly authorised. A proxy must be of full age. An instrument appointing a proxy to vote shall be deemed to include the power to demand or concur in demanding a poll on behalf of the appointer.
- The appointment of a proxy may be made in a hard copy form or by electronic means in the following manner and must be received by the Company's Share Registrar not less than forty-eight (48) hours before the time appointed for holding the meeting or any adjournment thereof:
 - In hard copy form
The form of proxy shall be deposited with the Company's Share Registrar at Tricor Investor & Issuing House Services Sdn. Bhd., Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan or alternatively, Tricor Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan.
 - By electronic form
The form of proxy can be lodged electronically with the Company's Share Registrar via TIH Online website at <https://tth.online>. Kindly refer to the Administrative Guide on the procedures for electronic lodgement of proxy form via TIH Online.
- In respect of deposited securities, only a depositor whose name appears on the Record of Depositors on 21 October 2024 (General Meeting Record of Depositors) shall be eligible to attend the meeting or appoint proxies to attend and/or vote on his/her behalf.

EXPLANATORY NOTES:

- Item 1 of the Agenda – Audited Financial Statements for the financial year ended 31 May 2024.

This Agenda item 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 and hence, is not put forward for voting.
- The proposed Ordinary Resolution 1 is to facilitate payment of non-Executive Directors' fees and benefits on current financial year basis, based on the current Board size and assuming that all Directors shall hold office until the end of the financial year. In the event the proposed Directors' fees and benefits payable is insufficient (due to the enlarged Board size), approval will be sought at the next AGM for additional fees to meet the shortfall. It will also authorise payment to be made by the Company on a monthly basis and/or as and when incurred. The Board is of the view that it is fair and equitable for the Directors to be paid on a monthly basis and/or as and when incurred particularly after they have discharged their responsibilities and rendered their services to the Company throughout the relevant period.
- The proposed Ordinary Resolution 5 is for the purpose of granting a renewed general mandate ("10% General Mandate") and if passed, will give authority to the Board of Directors to issue and allot ordinary shares at any time in their absolute discretion and that such authority shall continue in force until the conclusion of the next AGM of the Company or the expiration of the period within which the next AGM is required by law to be held or revoked/varied by resolution passed by the shareholders in general meeting, whichever is the earlier.

The 10% General Mandate will provide flexibility to the Company for any possible fund-raising activities, including but not limited to further placing of shares, for purpose of funding future investment projects, working capital and/ or acquisitions as well as to avoid any delay and cost in convening general meeting to specifically approve such an issuance of shares.

Pursuant to Section 85 of the Companies Act 2016 to be read together with Clause 14 of the Constitution of the Company, 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 and deemed to have waived their statutory pre-emptive rights, and will allow the Directors of the Company to issue new shares of the Company which rank equally to existing issued shares of the Company, to any person without having to offer the new shares to all existing shareholders of the Company prior to issuance of new shares in the Company under the 10% General Mandate.

As at the date of this Notice, no new shares in the Company had been issued pursuant to the mandate granted to the Directors at the last AGM held on 6 November 2023 which will lapse at the conclusion of the forthcoming 2nd AGM to be held on 29 October 2024.