



NOTICE OF TWENTY-FIFTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty-Fifth ("25th") 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.com/> on Wednesday, 15th May 2024 at 9:30 a.m. for the following purposes:-

As Ordinary Business

- To receive the Audited Financial Statements for the financial year ended 31st December 2023 together with the Directors' and Auditors' Reports thereon.
- To approve a final single-tier dividend of 2.5 sen per ordinary share for the financial year ended 31st December 2023.
- To approve a special dividend of 20.0 sen per ordinary share for the financial year ended 31st December 2023.
- To approve the payment of Directors' fees of RM 669,000 for the financial year ended 31st December 2023.
- To re-elect Robert Dobson Millner AO who retires by rotation pursuant to Clause 95 of the Constitution of the Company.
- To re-elect Datuk Noharuddin bin Nordin @ Harun who retires by rotation pursuant to Clause 95 of the Constitution of the Company.
- To re-elect Mr Yap Seng Chong who retires pursuant to Clause 102 of the Constitution of the Company.
- To re-elect Ms Le Wat Su who retires pursuant to Clause 102 of the Constitution of the Company.
- To re-appoint Ernst & Young PLT as the Auditors of the Company and to authorise the Directors to fix their remuneration.

As Special Business

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

- AUTHORITY UNDER SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016 FOR THE DIRECTORS TO ALLOT AND ISSUE SHARES; AND WAIVER OF PRE-EMPTIVE RIGHTS OVER NEW ORDINARY SHARES ("SHARES") IN THE COMPANY UNDER SECTION 85(1) OF THE ACT READ TOGETHER WITH CLAUSE 59 OF THE CONSTITUTION OF THE COMPANY**

"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 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.

THAT in connection with the above, pursuant to Section 85(1) of the Act read together with Clause 59 of the Constitution of the Company, the shareholders do hereby waive the statutory pre-emptive rights of the offered shares in proportion of their holdings at such price and at such terms to be offered arising from any issuance of new shares above by the Company.

AND THAT the new shares to be issued shall, upon allotment and issuance, rank *pari passu* in all respects with the existing Shares of the Company, save and except that they shall not be entitled to any dividends, rights, allotments and/or any other forms of distribution that which may be declared, made or paid before the date of allotment of such new shares."

- AUTHORITY FOR DATUK NOHARUDDIN BIN NORDIN @ HARUN TO CONTINUE IN OFFICE AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

"THAT, contingent upon the passing of the Ordinary Resolution 5, authority be and is hereby given for Datuk Noharuddin bin Nordin @ Harun who has served as an Independent Director of the Company since 20th May 2015 and will reach his nine (9)-year service on 19th May 2024, 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 2.5 sen per ordinary share and a special dividend of 20.0 sen per ordinary share for the financial year ended 31st December 2023, if approved, will be paid on 29th May 2024. The entitlement date for the payment is 16th May 2024.

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

- Shares transferred into the Depositor's Securities Accounts before 4:30 p.m. on 16th May 2024 in respect of transfer; and
- Shares bought on Bursa Securities on a cum entitlement basis according to the Rules of Bursa Securities.

BY ORDER OF THE BOARD

CHIEW WOON WUI

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

CHAN YOKE PENG

Membership No.: MA/CSA 7053966
SSM Practicing Certificate No.: 202008001791

Secretaries

Melaka

16th April 2024

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 <https://apexhealthcare.com.my/annual-general-meeting/>.
- The venue of the AGM is strictly for the purpose of complying with Section 327(2) of the Act 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 8th May 2024 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.

Explanatory Note 1

Ordinary Resolution 1

Ordinary Resolution 2

Ordinary Resolution 3

Ordinary Resolution 4

Ordinary Resolution 5

Ordinary Resolution 6

Ordinary Resolution 7

Ordinary Resolution 8

Ordinary Resolution 9

- 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 bsr.helpdesk@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 ("MMLR") of Bursa Securities, 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

1. Audited Financial Statements for the financial year ended 31st December 2023

The Audited Financial Statements is meant for discussion only as the provision of Section 340(1)(a) of the Act 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.

2. Ordinary Resolution 3 – Payment of Directors' fees for the financial year ended 31st December 2023

Section 230(1) of the Act 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 ("Board") wishes to seek shareholders' approval for the payment of Directors' fees of RM669,000 for the financial year ended 31st December 2023, details of which are set out in the Remuneration Committee Report on page 43 of the Annual Report 2023. 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 for the financial year ended 31st December 2023 has been reviewed and revised by Remuneration Committee ("RC"). Based on the recommendation of the RC, the Board approved the proposed revised Directors' Fee to be tabled to the shareholders for approval at this 25th AGM.

3. Ordinary Resolutions 4, 5, 6 and 7 – Re-election of Directors

For the purpose of determining the eligibility of the Directors to stand for re-election at the 25th AGM of the Company, the Board through its Nomination Committee ("NC") undertakes a formal evaluation to determine the eligibility of each retiring Director in line with the Malaysian Code on Corporate Governance and MMLR of Bursa Securities, which includes the following:-

- Performance and effectiveness of the Board as a whole, Board Committees and individual Directors;
- Independence of the Independent Director; and
- Fit and proper assessment.

The NC and the Board are satisfied that the Directors, namely Robert Dobson Millner AO, Datuk Noharuddin bin Nordin @ Harun, Mr Yap Seng Chong and Ms Le Wat Su (collectively, the "retiring Directors") standing for re-election have performed their duties as per the Board Charter and they will continue to bring to bear their knowledge, experience and skills and contribute effectively to the Board's discussions, deliberations and decisions. In view thereof, the Board recommends that they be re-elected as Directors of the Company.

The retiring Directors being eligible, have offered themselves for re-election at the 25th AGM.

The retiring Directors have abstained from deliberations and decision on their own eligibility and suitability to stand for re-election at the relevant Board meeting.

The profiles of the Directors who are standing for re-election under Ordinary Resolutions 4, 5, 6 and 7 are set out in the Profiles of the Board on pages 27 to 29 of the Annual Report 2023.

4. Ordinary Resolution 8 – Re-appointment of Auditors

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 2024. 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.

5. Ordinary Resolution 9 – Authority under Sections 75 and 76 of the Act for the Directors to allot and issue shares; and Waiver of pre-emptive rights

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.

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.

The waiver of pre-emptive rights pursuant to Section 85 of the Companies Act 2016 and Clause 59 of the Constitution 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 General Mandate.

As at the date of this Notice, there were no new shares issued pursuant to the mandate granted to the Directors of the Company at the Twenty-Fourth AGM held on 17th May 2023 and which will lapse at the conclusion of the 25th AGM. If there should be a decision to issue new shares after the General Mandate is obtained, the Company will make an announcement in respect thereof.

Please refer Section 85(1) of the Act and Clause 59 of the Constitution of the Company as detailed below.

Details of Section 85(1) of the Act and Clause 59 of the Constitution of the Company

Section 85(1) of the Act provides as follows:-

"85. Pre-emptive rights to new shares
(1) Subject to the constitution, where a company issues shares which rank equally to existing shares as to voting or distribution rights, those shares shall first be offered to the holders of existing shares in a manner which would, if the offer were accepted, maintain the relative voting and distribution rights of those shareholders."

Clause 59 of the Constitution of the Company provides as follows:-

"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 the 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 Clause."

6. Ordinary Resolution 10 – Authority for Datuk Noharuddin bin Nordin @ Harun 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.

Datuk Noharuddin bin Nordin @ Harun ("Datuk Noharuddin") was appointed as an Independent Director of the Company on 20th May 2015 and will reach his nine (9)-year service on 19th May 2024 prescribed by the MCCG. In accordance with the MCCG, the NC and the Board, after having assessed the independence of Datuk Noharuddin, consider him to be independent based on amongst others, the following justifications and recommend that Datuk Noharuddin be retained as an Independent Director of the Company:-

- He has confirmed and declared that he is an Independent Director as defined under Paragraph 1.01 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad;
- He 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;
- He 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
- The Board is of the opinion that Datuk Noharuddin is an important Independent Director in view of his 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 his role as an Independent Director.

Datuk Noharuddin has abstained from deliberations and decision on his 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 Datuk Noharuddin at the 25th 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.

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-Fifth 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/> on Wednesday, 15th May 2024 at 9:30 a.m. and at each and every adjournment thereof, on the following resolutions referred to in the Notice of the Twenty-Fifth 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 2.5 sen per ordinary share for the financial year ended 31st December 2023.		
Ordinary Resolution 2	To approve a special dividend of 20.0 sen per ordinary share for the financial year ended 31st December 2023.		
Ordinary Resolution 3	To approve the payment of Directors' fees of RM 669,000 for the financial year ended 31st December 2023.		
Ordinary Resolution 4	To re-elect Robert Dobson Millner AO who retires by rotation pursuant to Clause 95 of the Constitution of the Company.		
Ordinary Resolution 5	To re-elect Datuk Noharuddin bin Nordin @ Harun who retires by rotation pursuant to Clause 95 of the Constitution of the Company.		
Ordinary Resolution 6	To re-elect Mr Yap Seng Chong who retires pursuant to Clause 102 of the Constitution of the Company.		
Ordinary Resolution 7	To re-elect Ms Le Wat Su who retires pursuant to Clause 102 of the Constitution of the Company.		
Ordinary Resolution 8	To re-appoint Ernst & Young PLT as the Auditors of the Company and to authorise the Directors to fix their remuneration.		
Ordinary Resolution 9	Authority under Sections 75 and 76 of the Companies Act 2016 for the Directors to allot and issue shares; and Waiver of pre-emptive rights.		
Ordinary Resolution 10	Authority for Datuk Noharuddin bin Nordin @ Harun 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 _____ 2024

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 <https://apexhealthcare.com.my/annual-general-meeting/>.
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 **8th May 2024** 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.
6. 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 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 of
Apex Healthcare Berhad

(Registration no. 199801016979 (473108-T))

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

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