

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

If you are in any doubt about the course of action to be taken, you should consult your stockbroker, bank manager, solicitor, accountant or other professional advisers immediately.

Bursa Malaysia Securities Berhad ("Bursa Securities") has not perused the contents of this Circular in relation to the renewal of shareholders' mandate for Recurrent Related Party Transactions prior to its issuance as it is an exempt document pursuant to Paragraph 2.1 of the Practice Note 18 of the Main Market Listing Requirements of Bursa Securities.

Bursa Securities has only perused through this Circular in respect of the new shareholder' mandate for additional Recurrent Related Party Transactions on a limited review basis pursuant to the provisions of the Practice Note 18 of the Main Market Listing Requirements of Bursa Securities. Bursa Securities takes no responsibility for the contents of this Circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Circular.

**OPTIMAX**

New Vision New Life®

**OPTIMAX HOLDINGS BERHAD**

Registration No.: 201801028697 (1290723-T)

*(Incorporated in Malaysia under the Companies Act, 2016)*

**CIRCULAR TO SHAREHOLDERS**

**IN RELATION TO THE**

**PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE AND NEW  
SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A  
REVENUE OR TRADING NATURE ("PROPOSED SHAREHOLDERS' MANDATE")**

The resolution in respect of the Proposed Shareholders' Mandate will be tabled at Optimax Holdings Berhad's Fourth Annual General Meeting ("4<sup>th</sup> AGM") which will be held as a fully virtual meeting conducted through live streaming and online remote voting using the Remote Participation and Voting ("RPV") facilities on the online meeting platform provided by Tricor Investor & Issuing House Services Sdn. Bhd. ("TIIH") in Malaysia at <https://tiih.online> on Wednesday, 28 June 2023 at 10.30 a.m.

The Notice of the 4<sup>th</sup> AGM together with the Proxy Form are set out in the Annual Report of Optimax Holdings Berhad for the financial year ended 31 December 2022.

You are entitled to attend and vote at the 4<sup>th</sup> AGM or appoint a proxy(ies) to vote for and on your behalf. In such event, the Proxy Form should be completed and lodged at the Share Registrar's office at Unit 32-01, Level 32 Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan, Malaysia, or alternately, the Customer Service Centre at Unit G-3, Group Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan, Malaysia, or by electronic means on or before the date and time indicated below or at any adjournment thereof for it to be valid. The lodging of the Proxy Form does not preclude a member from attending and voting in person at the 4<sup>th</sup> AGM, should the member subsequently wish to do so and in such an event, the member's Proxy Form shall be deemed to have been revoked.

Last date and time for lodging the Proxy Form : Monday, 26 June 2023 at 10.30 a.m.

Date and time of 4<sup>th</sup> AGM : Wednesday, 28 June 2023 at 10.30 a.m.

This Circular is dated 28 April 2023

## DEFINITIONS

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For the purposes of this Circular, except where the context otherwise requires, the following definitions shall apply:-

Act	: The Companies Act, 2016 as amended from time to time, and includes every statutory modification or any re-enactment thereof for the time being in force
AGM	: Annual General Meeting
ARMC	: The Audit and Risk Management Committee of Optimax
Board	: Board of Directors of the Company
Bursa Depository	: Bursa Malaysia Depository Sdn Bhd [Registration No. 198701006854 (165570-W)]
Bursa Securities	: Bursa Malaysia Securities Berhad [Registration No. 200301033577 (635998-W)]
Constitution	: Constitution of the Company
Director	: Shall have the meaning given in Section 2(1) of the e Capital Markets and Services Act 2007 and for the purposes of the Proposed Shareholders' Mandate, this includes any person who is or was within the preceding six (6) months of the date on which the terms of the transaction were agreed upon, a Director of the Company or any other company which is its subsidiary or holding company or a chief executive officer of the Company, its subsidiary or holding company
Interested Director	: A Director who is deemed to be a Related Party and is interested in the Proposed Shareholders' Mandate
Interested Major Shareholder	: A Major Shareholder who is deemed to be a Related Party and is interested in the Proposed Shareholders' Mandate
ITMAX System	: ITMAX System Berhad [Registration No. 200101008580 (544336-M)]
ITMAX System Group	: Collectively, ITMAX System and its subsidiaries
Listing Requirements	: The Main Market Listing Requirements of Bursa Securities, including any amendment(s) that may be made from time to time and any Practice Notes issued in relation thereto
LPD	: 31 March 2023, being the latest practicable date prior to the issuance of this Circular

## DEFINITIONS

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Major Shareholder(s)	: A person who has an interest or interests in one or more voting shares in Optimax and the number or aggregate number of voting shares, is:  (a) 10% or more of the total number of voting shares in Optimax; or  (b) 5% or more of the total number of voting shares in Optimax where such person is the largest shareholder of Optimax.  For the purpose of this definition, “interest” shall have the meaning of “interest in shares” given in Section 8 of the Act.  For the purpose of the Proposed Shareholders’ Mandate, a Major Shareholder includes any person who is or was within the preceding six (6) months of the date on which the terms of the transaction(s) were agreed upon, a Major Shareholder of Optimax or any other company which is its subsidiary or holding company
Michelle Tan	: Tan Sing Chia, Non-Independent Executive Director of Optimax
Modal Saujana	: Modal Saujana Sdn Bhd, [Registration No. 199701017437 (432934-W)]
NA	: Net assets attributable to ordinary equity holders of our Company
NBV	: Net book value
Optimax or Company	: Optimax Holdings Berhad [Registration No. 201801028697 (1290723-T)]
Optimax Group or Group	: Collectively, Optimax and its subsidiaries
Optimax Share or Share	: Ordinary share in Optimax
Person(s) Connected	: Shall have the same meaning given in Paragraph 1.01 of the Listing Requirements
Proposed Shareholders’ Mandate	: Proposed renewal of existing shareholders’ mandate and new shareholders’ mandate for RRPTs as set out in Section 2.4 of this Circular
Puan Sri Datin Lim	: Puan Sri Datin Lim Sho Hoo
Related Party or Related Party(ies)	: Director(s), major shareholder(s) or person(s) connected with such Director(s) or major shareholder(s) as envisaged in Paragraph 1.01 and Paragraph 10.02 of the Listing Requirements
RRPTs or Recurrent Transactions	: Recurrent related party transaction(s) of a revenue or trading nature, which are necessary for day-to-day operations and are in the ordinary course of business of Optimax Group which involve the interest, direct or indirect, of a Related Party(ies)
RM and sen	: Ringgit Malaysia and sen, respectively
Rules of Bursa Depository	: The rules of Bursa Depository as issued pursuant to the SICDA
Sandy Tan	: Tan Sing Yee, Non-Independent Executive Director and Chief Executive Officer of Optimax

## DEFINITIONS

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Sena Healthcare Services	: Sena Healthcare Services Sdn Bhd [Registration No. 201101009752 (937891-K)], a major shareholder of Optimax
Sena Letrik	: Sena Letrik (M) Sdn Bhd [Registration No. 198401003301 (115820-W)]
Sena Wellness	: Sena Wellness Sdn Bhd [Registration No. 201001038827 (922751-A)]
Tan Sri Dato' (Dr.) Tan	: Tan Sri Dato' (Dr.) Tan Boon Hock, Non-Independent Executive Director and Deputy Chairman and a major shareholder of Optimax
Transacting Party(ies)	: A party with which Optimax Group has entered or may enter into a RRPT under the Proposed Shareholders' Mandate

### **Subsidiaries of Optimax**

Inspirasi Alamjaya	: Inspirasi Alamjaya Sdn Bhd [Registration No. 201201043810 (1028287-D)] (100% interest held through OESC Southern)
OESC	: Optimax Eye Specialist Centre Sdn Bhd [Registration No. 199501000582 (329776-D)] (wholly-owned subsidiary of Optimax)
OESC Bahau	: Optimax Eye Specialist Centre (Bahau) Sdn Bhd [Registration No. 202101005834 (1406133-X)] (100% interest held through OESC)
OESC Bandar Sunway	: Optimax Eye Specialist Centre (Bandar Sunway) Sdn Bhd [Registration No. 200701036559 (794588-D)] (70% interest held through OESC)
OESC Bukit Mertajam	: Optimax Eye Specialist Centre (Bukit Mertajam) Sdn. Bhd. [Registration No. 202301007812 (1501733-U)] (100% interest held through OESC)
OESC Ipoh	: Optimax Eye Specialist Centre (Ipoh) Sdn Bhd [Registration No. 200201029578 (597241-U)] (100% interest held through OESC)
OESC Kajang	: Optimax Eye Specialist Centre (Kajang) Sdn Bhd [Registration No. 200801003710 (804994-H)] (79% interest held through OESC)
OESC Kluang	: Optimax Eye Specialist Centre (Kluang) Sdn Bhd [Registration No. 201701027461 (1241627-D)] (90% interest held through OESC Southern)
OESC Kuching	: Optimax Eye Specialist Centre (Kuching) Sdn Bhd [Registration No. 200701039589 (797621-V)] (100% interest held through OESC)
OESC Muar	: Optimax Eye Specialist Centre (Muar) Sdn Bhd [Registration No. 200601016753 (736505-T)] (100% interest held through OESC Southern)
OESC Shah Alam	: Optimax Eye Specialist Centre (Shah Alam) Sdn Bhd [Registration No. 200301021426 (623846-H)] (100% interest held through OESC)
OESC Segamat	: Optimax Eye Specialist Centre (Segamat) Sdn Bhd [Registration No. 201701027643 (1241809-M)] (90% interest held through OESC Southern)

## DEFINITIONS

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OESC Seremban	:	Optimax Eye Specialist Centre (Seremban) Sdn Bhd [Registration No. 200801014414 (815703-P)] (100% interest held through OESC)
OESC Seri Petaling	:	Optimax Eye Specialist Centre (Seri Petaling) Sdn Bhd [Registration No. 200101022531 (558289-K)] (70% interest held through OESC)
OESC Southern	:	Optimax Eye Specialist Centre (Southern) Sdn Bhd [Registration No. 201701016274 (1230438-H)] (70% interest held through OESC)
OESC Sutera	:	Optimax Eye Specialist Centre (Sutera) Sdn Bhd [Registration No. 202101029171 (1429471-P)] (100% interest held through OESC Southern)
Optimax International	:	Optimax International Sdn Bhd [Registration No. 202101011650 (1411949-U)] (100% interest held through OESC)
Optimax Ventures	:	Optimax Ventures Sdn Bhd [Registration No. 202101029168 (1429468-P)] (100% interest held through OESC)
Optixanthin	:	Optixanthin Sdn Bhd [Registration No. 201901022570 (1331899-X)] (100% interest held through OESC)

*All references to “our Company” in this Circular/Statement are to Optimax and references to “our Group” are to our Company and subsidiaries collectively and references to “we”, “us”, “our”, and “ourselves” are to our Company, and save where the context otherwise requires, shall include our subsidiaries.*

*All references to “you” in this Circular are references to the shareholders of the Company.*

*Unless specifically referred to, words denoting the singular shall, where applicable, include the plural and vice versa and words denoting the masculine gender shall, where applicable, include the feminine and/or neuter gender, and vice versa. Reference to persons shall include corporations, unless otherwise specified.*

*Any reference to any legislation or guideline in this Circular is a reference to that legislation or guideline as amended or re-enacted from time to time.*

*Where applicable, values have been rounded to the nearest thousand.*

*Any reference to time of day in this Circular is a reference to Malaysian time, unless otherwise stated.*

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# OPTIMAX

New Vision New Life®

## OPTIMAX HOLDINGS BERHAD

Registration No.: 201801028697 (1290723-T)

(Incorporated in Malaysia under the Companies Act, 2016)

### Registered Office:

Unit 30-01, Level 30  
Tower A, Vertical Business Suite  
Avenue 3, Bangsar South  
No. 8, Jalan Kerinchi  
59200 Kuala Lumpur  
Wilayah Persekutuan

Date: 28 April 2023

### Board of Directors:

Dato' Seri Dr. Chen Chaw Min  
Tan Sri Dato' (Dr.) Tan Boon Hock  
Tan Sing Yee

*Independent Non-Executive Director and Chairman*  
*Non-Independent Executive Director and Deputy Chairman*  
*Non-Independent Executive Director and Chief Executive Officer*

Tan Sri Dato' Seri Mohamad Noor bin Abdul Rahim

*Non-Independent Non-Executive Director*

Yap Ping Hong

*Independent Non-Executive Director*

Yap Eng Gee

*Independent Non-Executive Director*

Tan Sing Chia

*Non-Independent Executive Director*

Mohd Sahir Bin Rahmat

*Independent Non-Executive Director*

To: The Shareholders of Optimax

Dear Sir/Madam,

## **PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE AND NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE**

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### 1. INTRODUCTION

At the Company's Third AGM held on 23 June 2022, the Company had obtained the shareholders' mandate for Optimax Group to enter into RRPTs as stipulated in the Circular to Shareholders dated 29 April 2022 which are necessary for the day-to-day operations of the Optimax Group with the Related Parties. The authority granted pursuant to the shareholder's mandate shall, in accordance with the Listing Requirements, expire at the conclusion of the forthcoming 4<sup>th</sup> AGM of the Company to be convened unless the authority is renewed.

On 17 April 2023, the Company had announced its intention to seek its shareholders' approval for the Proposed Shareholders' Mandate pursuant to Paragraph 10.09 of Chapter 10 and Paragraph 3.1.4 of Practice Note 12 of the Listing Requirements at the forthcoming 4<sup>th</sup> AGM of the Company.

**THE PURPOSE OF THIS CIRCULAR IS TO PROVIDE YOU WITH RELEVANT INFORMATION RELATING TO THE PROPOSED SHAREHOLDERS' MANDATE, TO SET OUT THE RECOMMENDATION BY THE BOARD THEREON AND TO SEEK YOUR APPROVAL FOR THE ORDINARY RESOLUTION PERTAINING TO THE PROPOSED SHAREHOLDERS' MANDATE TO BE TABLED AT THE FORTHCOMING 4<sup>TH</sup> AGM.**

**THE NOTICE OF THE 4<sup>TH</sup> AGM TOGETHER WITH THE PROXY FORM ARE ENCLOSED IN THE ANNUAL REPORT OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022 DESPATCHED TOGETHER WITH THIS CIRCULAR.**

**YOU ARE ADVISED TO READ AND CONSIDER THE CONTENTS OF THIS CIRCULAR CAREFULLY BEFORE VOTING ON THE RESOLUTION PERTAINING TO THE PROPOSED SHAREHOLDERS' MANDATE AT THE FORTHCOMING 4<sup>TH</sup> AGM.**

## **2. DETAILS OF THE PROPOSED SHAREHOLDERS' MANDATE**

It is anticipated that in the normal course of the Group's business, Recurrent Transactions between Optimax Group and the Related Parties are likely to occur at any time and with some degree of frequency. In this respect, the Directors are seeking approval from the shareholders for the Proposed Shareholders' Mandate which will allow the Group to enter into Recurrent Transactions referred to in Section 2.4 with the Related Parties, provided such transactions are made at arms' length, with normal commercial terms and on terms not more favourable to the Related Party or Related Parties than those generally available to the public and are not to the detriment of the minority shareholders of Optimax.

### **2.1 Provisions under the Listing Requirements**

Pursuant to Paragraph 10.09(2) and Practice Note 12 of the Listing Requirements, the Company proposes to seek a general mandate from you for the RRPTs subject to, *inter-alia*, the following:

- (a) the RRPTs are in the ordinary course of business and are on terms not more favourable to the Related Party or Related Parties than those generally available to the public;
- (b) the shareholders' mandate is subject to annual renewal and disclosure is made in the annual report of the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year where the aggregate value is equal to or more than the threshold below in relation to a listed issuer with a share capital of RM60 million and above:
  - (i) the consideration, value of the assets, capital outlay or costs of the RRPT is RM1 million or more; or
  - (ii) the percentage ratios of such RRPT is 1% or more,whichever is the higher;
- (c) this Circular to shareholders in relation to the Proposed Shareholders' Mandate includes the information as may be prescribed by Bursa Securities. The draft Circular must be submitted to Bursa Securities together with a checklist showing compliance with such information;
- (d) in a meeting to obtain shareholders' mandate, an interested Related Party must not vote on the resolution in approving the transactions and ensuring that Person(s) Connected with them abstain from voting on the resolution in respect of the transactions; and



- (e) the Company immediately announces to Bursa Securities when the actual value of a RRPT entered into by the Company, exceeds the estimated value of the RRPT disclosed in this Circular by 10% or more and must include the information as may be prescribed by Bursa Securities in its announcement.

Where your mandate has been procured pursuant to the above, the provisions of Paragraph 10.08 of the Listing Requirements in relation to related party transactions will not apply save for Paragraph 10.08(7) of the Listing Requirements.

## 2.2 Validity Period of the Proposed Shareholders' Mandate

The authority to be conferred pursuant to the Proposed Shareholders' Mandate, if approved by the shareholders of the Company, shall take effect from the passing of the ordinary resolution to be proposed at the forthcoming 4<sup>th</sup> AGM and is subject to annual renewal. In this respect, the Proposed Shareholders' Mandate shall only continue to be in force until:

- (i) the conclusion of the next AGM of the Company, following this 4<sup>th</sup> AGM at which the Proposed Shareholders' Mandate was passed at which time it will lapse, unless by a resolution passed by the shareholders of the Company in a general meeting whereby the authority is renewed; or
- (ii) the expiration of the period within which the next AGM of the Company after that date is required to be held pursuant to Section 340(2) of the Act (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (iii) revoked or varied by a resolution passed by the shareholders of the Company in a general meeting,

whichever is the earlier.

## 2.3 Principal activities of Optimax Group

The principal activities of the Company is an investment holding company and principally provides eye specialist services supported by its network of 15 specialist centres in Malaysia. The principal activities of the subsidiaries involved in the Recurrent Transactions are as follows:

<u>Subsidiaries</u>	<u>Principal Activities</u>	<u>Percentage of effective Interests</u>
Inspirasi Alamjaya	Eye specialist services and related products and services	100%
OESC	Eye specialist services and related products and services and investment holding	100%
OESC Bahau	Specialised medical services	100%
OESC Bandar Sunway	Eye specialist services and related products and services	70%
OESC Bukit Mertajam	Specialised medical services	100%
OESC Ipoh	Eye specialist services and related products and services	100%
OESC Kajang	Dormant	79%

<b>Subsidiaries</b>	<b>Principal Activities</b>	<b>Percentage of effective Interests</b>
OESC Kluang	Eye specialist services and related products and services	90%
OESC Kuching	Eye specialist services and related products and services	100%
OESC Muar	Eye specialist services and related products and services	100%
OESC Shah Alam	Eye specialist services and related products and services	100%
OESC Segamat	Eye specialist services and related products and services	90%
OESC Seremban	Eye specialist services and related products and services	100%
OESC Seri Petaling	Eye specialist services and related products and services	70%
OESC Southern	Investment holding	70%
OESC Sutera	Specialised medical services	100%
Optimax International	Investment holding	100%
Optimax Ventures	Activities of holding companies, specialised medical services & hospital activities	100%
Optixanthin	Marketing of food products, wholesale of pharmaceutical and medical goods and stores specialised in retail sale of pharmaceuticals, medical and orthopaedic goods.	100%

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## 2.4 Details of RRPTs and the Related Parties

The details of the RRPTs entered into by Optimax Group with the Transacting Parties under the Proposed Shareholder's Mandate are as follows:-

### 2.4.1 Proposed Renewal Mandate

No.	Transacting parties	Related Party and Nature of relationship	Nature of transaction	Estimated value disclosed in the circular to shareholders dated 29 April 2022 RM'000	Actual value transacted from last AGM till LPD RM'000	#Estimated value from the date of the forthcoming 4 <sup>th</sup> AGM to the next AGM RM'000
(a)	Sena Letrik and OESC and its subsidiaries	<p><b>Interested major shareholders</b></p> <ul style="list-style-type: none"> <li>Tan Sri Dato' (Dr.) Tan, a director of OESC, is also a director and a shareholder of Sena Healthcare Sdn Bhd (199601035775) (408128-T) which in turn wholly-owns Sena Letrik</li> <li>Sena Healthcare Services</li> <li>Puan Sri Datin Lim</li> </ul> <p><b>Interested Directors</b></p> <ul style="list-style-type: none"> <li>Tan Sri Dato' (Dr.) Tan</li> <li>Sandy Tan</li> <li>Michelle Tan</li> </ul> <p>Refer to Note (1)(a) – (1)(e) for details of their relationship with our Directors, major shareholders and/or persons connected with them.</p>	Medical fees received from Sena Letrik for eye treatment services provided to employees of Sena Letrik group of companies.	480	0.2	200

No.	Transacting parties	Related Party and Nature of relationship	Nature of transaction	Estimated value disclosed in the circular to shareholders dated 29 April 2022 RM'000	Actual value transacted from last AGM till LPD RM'000	#Estimated value from the date of the forthcoming 4 <sup>th</sup> AGM to the next AGM RM'000
(b)	ITMAX System and OESC and its subsidiaries	<p><b>Interested major shareholders</b></p> <ul style="list-style-type: none"> <li>• Tan Sri Dato' (Dr.) Tan</li> <li>• Sena Healthcare Services</li> <li>• Puan Sri Datin Lim</li> </ul> <p><b>Interested Directors</b></p> <ul style="list-style-type: none"> <li>• Tan Sri Dato' (Dr.) Tan</li> <li>• Sandy Tan</li> <li>• Michelle Tan</li> </ul> <p>Refer to Note (2)(a) – (2)(e) for details of their relationship with our Directors, major shareholders and/or persons connected with them</p>	<ul style="list-style-type: none"> <li>• Medical fees received from ITMAX System for eye treatment services provided to employees of ITMAX System Group.</li> </ul>	200	2	200
(c)	Modal Saujana and OESC/ OESC Ipoh/ OESC Bahau	<p><b>Interested major shareholders</b></p> <ul style="list-style-type: none"> <li>• Tan Sri Dato' (Dr.) Tan</li> <li>• Sena Healthcare Services</li> <li>• Puan Sri Datin Lim</li> </ul> <p><b>Interested Directors</b></p> <ul style="list-style-type: none"> <li>• Tan Sri Dato' (Dr.) Tan</li> <li>• Sandy Tan</li> <li>• Michelle Tan</li> </ul> <p>Refer to Note (3)(a) – (3)(e) for details of their relationship with our Directors, major shareholders and/or persons connected with them.</p>	<p>Payment of rental to Modal Saujana (as landlord) by the following parties for renting of the following premises:</p> <ul style="list-style-type: none"> <li>• OESC (as tenant) – No. 17, Jalan Bayu Tinggi 7, 41200 Klang, Selangor for use as eye specialist centre and storage: <ul style="list-style-type: none"> <li>– Rental payable on monthly basis;</li> <li>– Tenancy agreement does not exceed 3 years; and</li> <li>– Area: 3,917 square feet.</li> </ul> </li> </ul>	100	72	100

No.	Transacting parties	Related Party and Nature of relationship	Nature of transaction	Estimated value disclosed in the circular to shareholders dated 29 April 2022 RM'000	Actual value transacted from last AGM till LPD RM'000	#Estimated value from the date of the forthcoming 4 <sup>th</sup> AGM to the next AGM RM'000
			<ul style="list-style-type: none"> <li data-bbox="987 389 1393 703">• OESC (as tenant) – No. 37-2, Jalan Radin Bagus, Seri Petaling, 57000 Kuala Lumpur for office and/or commercial purpose: <ul style="list-style-type: none"> <li data-bbox="1043 544 1393 603">– Rental payable on monthly basis;</li> <li data-bbox="1043 603 1393 662">– Tenancy agreement does not exceed 3 years; and</li> <li data-bbox="1043 662 1393 703">– Area: 2,088 square feet.</li> </ul> </li> <li data-bbox="987 735 1393 1018">• OESC Ipoh (as tenant) – No. 1, Jalan Dato' Khong Kam Tak, Off Jalan Tambun, 31400 Ipoh, Perak: <ul style="list-style-type: none"> <li data-bbox="1043 858 1393 917">– Rental payable on monthly basis;</li> <li data-bbox="1043 917 1393 976">– Tenancy agreement does not exceed 3 years; and</li> <li data-bbox="1043 976 1393 1018">– Area: 3,985 square feet.</li> </ul> </li> <li data-bbox="987 1050 1393 1361">• OESC Bahau (as tenant) – No. 13 &amp; 15, Jalan Seraya 1, Pusat Perniagaan Seraya, Bandar IOI, 72100 Bahau, Negeri Sembilan: <ul style="list-style-type: none"> <li data-bbox="1043 1209 1393 1268">– Rental payable on monthly basis;</li> <li data-bbox="1043 1268 1393 1327">– Tenancy agreement does not exceed 3 years; and</li> <li data-bbox="1043 1327 1393 1361">– Area: 7,036 square feet.</li> </ul> </li> </ul>	<p style="text-align: center;"><b>30</b></p> <p style="text-align: center;"><b>150</b></p> <p style="text-align: center;"><b>150</b></p>	<p style="text-align: center;"><b>21</b></p> <p style="text-align: center;"><b>118</b></p> <p style="text-align: center;"><b>90</b></p>	<p style="text-align: center;"><b>30</b></p> <p style="text-align: center;"><b>270</b></p> <p style="text-align: center;"><b>150</b></p>



No.	Transacting parties	Related Party and Nature of relationship	Nature of transaction	Estimated value disclosed in the circular to shareholders dated 29 April 2022 RM'000	Actual value transacted from last AGM till LPD RM'000	#Estimated value from the date of the forthcoming 4 <sup>th</sup> AGM to the next AGM RM'000
(e)	Tan Sri Dato' (Dr.) Tan and Inspirasi Alamjaya	<p><b>Interested major shareholders</b></p> <ul style="list-style-type: none"> <li>• Tan Sri Dato' (Dr.) Tan</li> <li>• Sena Healthcare Services</li> <li>• Puan Sri Datin Lim</li> </ul> <p><b>Interested Directors</b></p> <ul style="list-style-type: none"> <li>• Tan Sri Dato' (Dr.) Tan</li> <li>• Sandy Tan</li> <li>• Michelle Tan</li> </ul> <p>Refer to Note (6)(a) – (6)(e) for details of their relationship with our Directors, major shareholders and/or persons connected with them.</p>	<p>Payment of rental to Tan Sri Dato' (Dr.) Tan (as landlord) by the following parties for renting of the following premises:</p> <ul style="list-style-type: none"> <li>• Inspirasi Alamjaya (as tenant) <ul style="list-style-type: none"> <li>- Akademik Suite #L9-10, Block A, Jalan Mount Austin, 81100 Johor Bahru, Johor for use as staff accommodation: <ul style="list-style-type: none"> <li>- Rental payable on monthly basis;</li> <li>- Tenancy agreement does not exceed 3 years; and</li> <li>- Area: 753 square feet.</li> </ul> </li> </ul> </li> </ul>	<b>30</b>	<b>16</b>	<b>30</b>
(f)	OESC and Dr. Nor Zainura binti Zainal	<p><b>Interested director</b></p> <ul style="list-style-type: none"> <li>• Dr. Nor Zainura binti Zainal</li> </ul> <p>Refer to Note (7) for details of her relationship with our Directors, major shareholders and/or persons connected with her.</p>	<p>Payment of consultancy fees by OESC to –</p> <ul style="list-style-type: none"> <li>• Dr. Nor Zainura binti Zainal for provision of professional services in relation to her expertise as specialist doctor, such as:- <ul style="list-style-type: none"> <li>- consulting medical condition of patient; and</li> <li>- performing eye treatments or surgeries.</li> </ul> </li> </ul>	<b>450</b>	<b>183</b>	<b>450</b>

No.	Transacting parties	Related Party and Nature of relationship	Nature of transaction	Estimated value disclosed in the circular to shareholders dated 29 April 2022 RM'000	Actual value transacted from last AGM till LPD RM'000	#Estimated value from the date of the forthcoming 4 <sup>th</sup> AGM to the next AGM RM'000
(g)	OESC Shah Alam and Dr. Nor Zainura binti Zainal	<p><b>Interested director</b></p> <ul style="list-style-type: none"> <li>• Dr. Nor Zainura binti Zainal</li> </ul> <p>Refer to Note (7) for details of her relationship with our Directors, major shareholders and/or persons connected with her.</p>	<p>Payment of consultancy fees by OESC Shah Alam to –</p> <ul style="list-style-type: none"> <li>• Dr. Nor Zainura binti Zainal for provision of professional services in relation to her expertise as specialist doctor, such as:- <ul style="list-style-type: none"> <li>– consulting medical condition of patient; and</li> <li>– performing eye treatments or surgeries.</li> </ul> </li> </ul>	<b>1,300</b>	<b>577</b>	<b>1,300</b>
(h)	Sena Wellness and Optixanthin	<p><b>Interested major shareholders</b></p> <ul style="list-style-type: none"> <li>• Tan Sri Dato' (Dr.) Tan</li> <li>• Sena Healthcare Services</li> <li>• Puan Sri Datin Lim</li> </ul> <p><b>Interested Directors</b></p> <ul style="list-style-type: none"> <li>• Tan Sri Dato' (Dr.) Tan</li> <li>• Sandy Tan</li> <li>• Michelle Tan</li> <li>• Dr. Nor Zainura binti Zainal</li> </ul> <p>Refer to Note (8)(a) – (8)(f) for details of their relationship with our Directors, major shareholders and/or persons connected with them.</p>	<p>Sale of inventories by Optixanthin to -</p> <ul style="list-style-type: none"> <li>• Sena Wellness for Optixanthin food product, such as:- <ul style="list-style-type: none"> <li>– Opti-C, virgin coconut oil with astaxanthin and phosphatidylserine; and</li> <li>– Opti-I, botanical beverage mix berries with astaxanthin extract and marigold flower extract.</li> </ul> </li> </ul>	<b>300</b>	<b>19</b>	<b>300</b>



No.	Transacting parties	Related Party and Nature of relationship	Nature of transaction	Estimated value disclosed in the circular to shareholders dated 29 April 2022 RM'000	Actual value transacted from last AGM till LPD RM'000	#Estimated value from the date of the forthcoming 4 <sup>th</sup> AGM to the next AGM RM'000
(i)	Sena Wellness and OESC	<p><b>Interested major shareholders</b></p> <ul style="list-style-type: none"> <li>• Tan Sri Dato' (Dr.) Tan</li> <li>• Sena Healthcare Services</li> <li>• Puan Sri Datin Lim</li> </ul> <p><b>Interested Directors</b></p> <ul style="list-style-type: none"> <li>• Tan Sri Dato' (Dr.) Tan</li> <li>• Sandy Tan</li> <li>• Michelle Tan</li> <li>• Dr. Nor Zainura binti Zainal</li> </ul> <p>Refer to Note (8)(a) – (8)(f) for details of their relationship with our Directors, major shareholders and/or persons connected with them.</p>	<p>Sale of inventories by OESC to -</p> <ul style="list-style-type: none"> <li>• Sena Wellness for medical inventories, such as:- <ul style="list-style-type: none"> <li>– Covid-19 test kits;</li> <li>– Personal Protective Equipment (PPEs); and</li> <li>– Emergency trolley kits/consumables.</li> </ul> </li> </ul>	<b>700</b>	<b>37</b>	<b>500</b>

No.	Transacting parties	Related Party and Nature of relationship	Nature of transaction	Estimated value disclosed in the circular to shareholders dated 29 April 2022 RM'000	Actual value transacted from last AGM till LPD RM'000	#Estimated value from the date of the forthcoming 4 <sup>th</sup> AGM to the next AGM RM'000
(j)	Sena Wellness and OESC and its subsidiaries	<p><b>Interested major shareholders</b></p> <ul style="list-style-type: none"> <li>• Tan Sri Dato' (Dr.) Tan</li> <li>• Sena Healthcare Services</li> <li>• Puan Sri Datin Lim</li> </ul> <p><b>Interested Directors</b></p> <ul style="list-style-type: none"> <li>• Tan Sri Dato' (Dr.) Tan</li> <li>• Sandy Tan</li> <li>• Michelle Tan</li> <li>• Dr. Nor Zainura binti Zainal</li> </ul> <p>Refer to Note (8)(a) – (8)(f) for details of their relationship with our Directors, major shareholders and/or persons connected with them.</p>	Medical fees paid to Sena Wellness provided to employees of OESC and its subsidiaries.	120	4	120

# The estimated values of the RRPTs set out in the table above are for the period from the conclusion of the forthcoming 4<sup>th</sup> AGM of the Company until the conclusion of the next AGM of the Company based on the Group's budgeted figures for the said period and may be subject to changes. The aggregate or actual values of these transactions may or may not exceed the said amounts over the said period.

*Note:*

(1) Sena Letrik

- (a) Tan Sri Dato' (Dr.) Tan is our Director and major shareholder. He is also a director and major shareholder of Sena Letrik.
- (b) Sena Healthcare Services is our major shareholder, where Tan Sri Dato' (Dr.) Tan is also a director and major shareholder.
- (c) Puan Sri Datin Lim is a person connected with Tan Sri Dato' (Dr.) Tan, Sandy Tan and Michelle Tan. She is also a director of Sena Letrik.
- (d) Sandy Tan is our Director and the daughter of Tan Sri Dato' (Dr.) Tan. She is also an alternate director of Sena Letrik.
- (e) Michelle Tan is our Director and the daughter of Tan Sri Dato' (Dr.) Tan. She is also an alternate director of Sena Letrik.

(2) ITMAX System

- (a) Tan Sri Dato' (Dr.) Tan is our Director and major shareholder. He is also a director and major shareholder of ITMAX System.
- (b) Sena Healthcare Services is our major shareholder where Tan Sri Dato' (Dr.) Tan is also a director and major shareholder.
- (c) Puan Sri Datin Lim is a person connected with Tan Sri Dato' (Dr.) Tan, Sandy Tan and Michelle Tan.
- (d) Sandy Tan is our Director and the daughter of Tan Sri Dato' (Dr.) Tan and Puan Sri Datin Lim.
- (e) Michelle Tan is our Director and the daughter of Tan Sri Dato' (Dr.) Tan and Puan Sri Datin Lim. She is a director of ITMAX System.

(3) Modal Saujana

- (a) Tan Sri Dato' (Dr.) Tan is our Director and major shareholder. He is also a director and major shareholder of Modal Saujana.
- (b) Sena Healthcare Services is our major shareholder, where Tan Sri Dato' (Dr.) Tan is also a director and major shareholder.
- (c) Puan Sri Datin Lim is a person connected with Tan Sri Dato' (Dr.) Tan, Sandy Tan and Michelle Tan. She is also a director of Modal Saujana.
- (d) Sandy Tan is our Director and the daughter of Tan Sri Dato' (Dr.) Tan and Puan Sri Datin Lim. She is also an alternate director of Modal Saujana.
- (e) Michelle Tan is our Director and the daughter of Tan Sri Dato' (Dr.) Tan and Puan Sri Datin Lim. She is also a director of Modal Saujana.

(4) TBH Holdings

- (a) Tan Sri Dato' (Dr.) Tan is our Director and major shareholder. He is also a director and major shareholder of TBH Holdings.
- (b) Sena Healthcare Services is our major shareholder, where Tan Sri Dato' (Dr.) Tan is also a director and major shareholder.
- (c) Puan Sri Datin Lim is a person connected with Tan Sri Dato' (Dr.) Tan, Sandy Tan and Michelle Tan. She is also a director of TBH Holdings.
- (d) Sandy Tan is our Director and the daughter of Tan Sri Dato' (Dr.) Tan and Puan Sri Datin Lim. She is also an alternate director of TBH Holdings.
- (e) Michelle Tan is our Director and the daughter of Tan Sri Dato' (Dr.) Tan and Puan Sri Datin Lim. She is also an alternate director of TBH Holdings.

(5) Puan Sri Datin Lim

- (a) Puan Sri Datin Lim is a person connected with Tan Sri Dato' (Dr.) Tan, Sandy Tan and Michelle Tan.
- (b) Tan Sri Dato' (Dr.) Tan is our Director and major shareholder, and Puan Sri Datin Lim's spouse.
- (c) Sena Healthcare Services is our major shareholder where Tan Sri Dato' (Dr.) Tan is also a director and major shareholder.
- (d) Sandy Tan is our Director and the daughter of Puan Sri Datin Lim.
- (e) Michelle Tan is our Director and the daughter of Puan Sri Datin Lim.

(6) Tan Sri Dato' (Dr.) Tan

- (a) Tan Sri Dato' (Dr.) Tan is our Director, major shareholder and a person connected with Sandy Tan and Michelle Tan.
- (b) Sena Healthcare Services is our major shareholder and where Tan Sri Dato' (Dr.) Tan is also a director and major shareholder.
- (c) Puan Sri Datin Lim is a person connected with Tan Sri Dato' (Dr.) Tan, Sandy Tan and Michelle Tan.
- (d) Sandy Tan is our Director and the daughter of Tan Sri Dato' (Dr.) Tan and Puan Sri Datin Lim.
- (e) Michelle Tan is our Director and the daughter of Tan Sri Dato' (Dr.) Tan and Puan Sri Datin Lim.

(7) Dr. Nor Zainura binti Zainal is our director of OESC Shah Alam, being our wholly-owned subsidiary.

(8) Sena Wellness

- (a) Tan Sri Dato' (Dr.) Tan is our Director and major shareholder. He is also a director and major shareholder of Sena Wellness.
- (b) Sena Healthcare Services is our major shareholder where Tan Sri Dato' (Dr.) Tan is also a director and major shareholder. Sena Wellness is wholly-owned by Sena Healthcare Services.
- (c) Puan Sri Datin Lim is a person connected with Tan Sri Dato' (Dr.) Tan, Sandy Tan and Michelle Tan.
- (d) Sandy Tan is our Director and the daughter of Tan Sri Dato' (Dr.) Tan and Puan Sri Datin Lim.
- (e) Michelle Tan is our Director and the daughter of Tan Sri Dato' (Dr.) Tan and Puan Sri Datin Lim.
- (f) Dr. Nor Zainura binti Zainal is our director of OESC Shah Alam, being our wholly-owned subsidiary. She is also a director of Sena Wellness.

## 2.4.2 Proposed New Mandate

No.	Transacting parties	Related Party and Nature of relationship	Nature of transaction	Value from first transaction up to the LPD RM'000	Estimated value of transactions from LPD up to the forthcoming AGM RM'000	#Estimated value from the date of the forthcoming 4 <sup>th</sup> AGM to the next AGM RM'000
(a)	ITMAX System and OESC Kluang/ OESC Segamat	<p><b>Interested major shareholders</b></p> <ul style="list-style-type: none"> <li>• Tan Sri Dato' (Dr.) Tan</li> <li>• Sena Healthcare Services</li> <li>• Puan Sri Datin Lim</li> </ul> <p><b>Interested Directors</b></p> <ul style="list-style-type: none"> <li>• Tan Sri Dato' (Dr.) Tan</li> <li>• Sandy Tan</li> <li>• Michelle Tan</li> </ul> <p>Refer to Note (1)(a) – (1)(e) for details of their relationship with our Directors, major shareholders and/or persons connected with them</p>	<p>Payment of rental to ITMAX System (as landlord) by the following parties for renting of the following premises:</p> <ul style="list-style-type: none"> <li>• OESC Kluang (as tenant) – No. 43 &amp; 44, Jalan Haji Manan, 86000 Kluang, Johor for use as eye specialist centre and storage: <ul style="list-style-type: none"> <li>– Rental payable on monthly basis;</li> <li>– Tenancy agreement does not exceed 3 years; and</li> <li>– Area: 6,516 square feet.</li> </ul> </li> <li>• OESC Segamat (as tenant) – No. 49B &amp; 49C, Jalan Genuang, 85000 Segamat, Johor for use as eye specialist centre: <ul style="list-style-type: none"> <li>– Rental payable on monthly basis;</li> <li>– Tenancy agreement does not exceed 3 years; and</li> <li>– Area: 2,640 square feet.</li> </ul> </li> </ul>	<p style="text-align: center;"><b>111</b></p> <p style="text-align: center;"><b>83</b></p>	<p style="text-align: center;"><b>45</b></p> <p style="text-align: center;"><b>36</b></p>	<p style="text-align: center;"><b>200</b></p> <p style="text-align: center;"><b>150</b></p>

*# The estimated values of the RRPTs set out in the table above are for the period from the conclusion of the forthcoming 4<sup>th</sup> AGM of the Company until the conclusion of the next AGM of the Company based on the Group's budgeted figures for the said period and may be subject to changes. The aggregate or actual values of these transactions may or may not exceed the said amounts over the said period.*

Note:

(1) ITMAX System

- (a) Tan Sri Dato' (Dr.) Tan is our Director and major shareholder. He is also a director and major shareholder of ITMAX System.
- (b) Sena Healthcare Services is our major shareholder where Tan Sri Dato' (Dr.) Tan is also a director and major shareholder.
- (c) Puan Sri Datin Lim is a person connected with Tan Sri Dato' (Dr.) Tan, Sandy Tan and Michelle Tan.
- (d) Sandy Tan is our Director and the daughter of Tan Sri Dato' (Dr.) Tan and Puan Sri Datin Lim.
- (e) Michelle Tan is our Director and the daughter of Tan Sri Dato' (Dr.) Tan and Puan Sri Datin Lim. She is a director of ITMAX System.

## **2.5 Basis of estimates**

The estimated transaction values for the RRPTs referred to in Section 2.4 of this Circular are based on:-

- (i) estimated prevailing prices, which are reasonably market-competitive; and
- (ii) the sums incurred or received over the past years for similar transactions.

The estimated transaction values were also projected based on the assumption that:-

- (i) the Group's usual levels of transaction;
- (ii) the Group's projected business volume; and
- (iii) the current level of operations would be maintained,

from the date of the forthcoming 4<sup>th</sup> AGM to the next AGM.

## **2.6 Threshold of authority**

There are no specific thresholds for approval of RRPTs within the Group. All RRPTs are subject to the approval of the Board after being reviewed by ARMC. Where any Director has any interest (direct or indirect) in any RRPTs, such Director shall abstain from deliberation and voting on the matter. If it is determined that the guidelines and/or procedures stipulated in Section 2.9 of this Circular are inadequate, The Company will obtain a fresh shareholders' mandate and to ensure that:

- (a) RRPTs will be conducted on an arms' length basis and on normal commercial terms and transaction prices which are not more favourable to the Related Parties than those generally available to the public; and
- (b) such transaction will not be detrimental to the minority shareholders of the Company.

## **2.7 Deviation from Mandate**

The actual value of RRPTs did not exceed the estimated value as approved under the previous shareholders' mandate granted to the Company at the last AGM.

## **2.8 Amount due from Related Parties**

As at LPD, there was no amount due or owing to Optimax Group by its Related Parties pursuant to the RRPTs disclosed in Section 2.4 of this Circular, which has exceeded the credit term granted as at 31 December 2022. As such, the disclosures as required under Paragraphs 16A and 16B in Annexure PN12-A of the Listing Requirements are not applicable.

## **2.9 Review procedures for RRPTs**

To promote good corporate governance in the conduct of the Company's business, the Group has established a framework for evaluating potential conflicts of interest and disclosure obligations arising out of transactions and business arrangements between the Company and its Related Parties. The procedures in this framework ensure RRPTs are undertaken on an arm's length basis, on transaction prices and normal commercial terms which are not more favourable to the Related Parties than those generally available to the public, are not to the detriment of our minority shareholders and are in the best interest of the Company. The review procedures of the Company's RRPTs are as follows:-

- (i) The transaction price for the sale and purchase of products and services shall be determined based on the prevailing market rates/prices for the products and services, and on normal commercial terms, or otherwise in accordance with applicable industry

norms, after taking into account the pricing, level of services, quality and delivery of the products.

- (ii) Records will be maintained by the Company to capture all RRPTs entered into pursuant to the Proposed Shareholders' Mandate to ensure that relevant approvals have been obtained and all RRPTs are compiled for review and approval by the ARMC and Board respectively.
- (iii) The ARMC has the responsibility for reviewing the RRPT procedures and guidelines and reporting the same to the Board.
- (iv) In the review of RRPTs, the ARMC may, as it deems fit, requests for additional information pertaining to the transactions from independent sources and advisers.
- (v) If during the annual review, the ARMC and Board are of the view that the review procedures and processes are no longer appropriate, adequate or sufficient to monitor, track and identify RRPTs as well as to ensure that the RRPTs are made on arm's length basis, on terms and transaction prices not more favourable to the Related Parties than those generally available to the public and are not to the detriment of the minority shareholders, the ARMC will recommend to the Board to revise the existing procedures and processes to ensure the Group has in place adequate procedures and processes at all times.
- (vi) At least 2 other contemporaneous transactions with unrelated third parties for similar products or services and/or quantities will be used as comparison, wherever possible, to determine whether the price and terms offered to or by the Related Parties are fair and reasonable and comparable to those offered to or by other unrelated third parties for the same or substantially similar type of products or services and/or quantities. In the event that a quotation or comparative pricing from unrelated third parties cannot be obtained, the transaction price will be based on the usual business practices of the Group to ensure that the RRPTs are not more favourable to the Related Party than those generally available to the public and are not to the detriment of the Company or our Group or to our minority shareholders.
- (vii) The Interested Director in the RRPTs must abstain from our Board's deliberation and voting on the relevant resolution(s) in respect of the RRPTs. The Interested Director must inform our Board, of the details of the nature and extent of his interest, including all matters in relation to the proposed RRPTs that he is aware or should reasonably be aware of, which is not in the best interest of the Company or our subsidiary, as the case may be.
- (viii) The Interested Major Shareholder or Person Connected to them must not vote at the general meeting on the resolution approving the RRPTs. It is the duty of the Interested Director and Interested Major Shareholder to ensure that Persons Connected to them abstain from voting on the resolution approving the RRPTs.

### **3. STATEMENT BY ARMC**

The ARMC has seen and reviewed the procedures set out in Section 2.9 of this Circular and is of the view that the procedures and processes are:

- (i) sufficient to ensure that the RRPTs are undertaken based on normal commercial terms which are not more favourable to the transacting parties than those generally available to the public and are not to the detriment of the Company's minority shareholders; and
- (ii) adequate to monitor, track and identify RRPTs in a timely and orderly manner and that such procedures and processes are reviewed on an annual basis or whenever the need arises.



#### **4. DISCLOSURE OF RRPTS**

The breakdown of the aggregate value of RRPTs will be disclosed in the Company's annual report for the financial year during which the Proposed Shareholders' Mandate is in force in accordance with Paragraph 3.1.5 of Practice Note 12 of the Listing Requirements, providing amongst others, the following information:

- (a) the type of RRPT(s) made; and
- (b) the names of the Related Parties involved in each type of RRPT(s) made and their relationship with Optimax Group.

If the actual value of a RRPT entered into by Optimax Group exceeds the estimated value of the RRPT disclosed in Section 2.4 this Circular by 10% or more, the Company will make immediate announcement to Bursa Securities which will include information as may be prescribed by Bursa Securities.

#### **5. RATIONALE AND BENEFITS OF THE PROPOSED SHAREHOLDERS' MANDATE**

The Proposed Shareholders' Mandate will enable Optimax Group to carry out RRPT(s) necessary for the Group's day-to-day operations, which are time sensitive in nature, and will eliminate the need to announce and convene separate general meetings (if applicable) from time to time to seek shareholders' mandate before entering into such RRPT(s). This will substantially reduce the expenses, time and other resources associated with the convening of general meetings on an ad hoc basis, improve administrative efficiency and allow financial and manpower resources to be channelled towards attaining other corporate objectives.

The RRPT(s) carried out within the Optimax Group creates mutual benefits for the companies within the Group, such as expediency and increased efficiency necessary for day-to-day operations.

In addition, the RRPT(s) are intended to meet the business needs of the Group on the best possible terms. By transacting with the Related Parties, the Group would have an advantage of familiarity with the background and management of the Related Parties, thus enabling more informed commercial decisions to be made. In most dealings with the Related Parties, the Group and the Related Parties have close co-operation and a good understanding of each other's business needs thus providing a platform where all parties can benefit from conducting the RRPT(s).

#### **6. EFFECTS OF THE PROPOSED SHAREHOLDERS' MANDATE**

The Proposed Shareholders' Mandate will not have any effect on the issued and paid-up share capital of the Company and the substantial shareholders' shareholdings and is not expected to have a material effect on the NA per Share, gearing and earnings per Share of the Group.

The Proposed Shareholder's Mandate is in relation to the transactions which are of revenue or trading nature which forms part of the Group's day-to-day operations. Thus, those transactions will contribute positively to the Group's financial performance.

#### **7. INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS AND/OR PERSONS CONNECTED TO THEM**

As at LPD, the direct and indirect interests of the Directors, Major Shareholders and/or Persons Connected to the Directors and Major Shareholders of Optimax who are interested and/or do not consider themselves independent in the RRPT(s) are as follows:

Name	As at the LPD			
	Direct		Indirect	
	No. of Shares	%	No. of Shares	%
<u>Interested Directors</u>				
Tan Sri Dato' (Dr.) Tan	144,086,000	26.68	162,552,000 <sup>(1)</sup>	30.10
Sandy Tan	2,060,000	0.38	-	-
Michelle Tan	2,060,000	0.38	-	-
<u>Interested Major Shareholders</u>				
Sena Healthcare Services	157,720,000	29.21	-	-
<u>Person Connected</u>				
Puan Sri Datin Lim Sho Hoo	712,000	0.13	305,926,000 <sup>(2)</sup>	56.65
<u>Directors of subsidiaries</u>				
Dr. Nor Zainura binti Zainal	-	-	-	-

*Note:*

- (1) Deemed interested by virtue of Section 8 of the Companies Act, 2016 ("the Act") through a shareholding of more than 20% in Sena Healthcare Services and held through his spouse and children.
- (2) Deemed interested by virtue of Section 8 of the Act through a shareholding of more than 20% in Sena Healthcare Services and held through her spouse and children.

Accordingly, the Interested Directors have abstained and will continue to abstain from all Board deliberations and voting on the Proposed Shareholders' Mandate. Further, the Interested Directors and Interested Major Shareholders will abstain from voting in respect of their direct and indirect interests, if any, on the resolution pertaining to the Proposed Shareholders' Mandate at the forthcoming 4<sup>th</sup> AGM.

In addition, the Interested Directors and Interested Major Shareholders have undertaken to ensure that the Persons Connected to them shall abstain from voting pertaining to the Proposed Shareholders' Mandate at the forthcoming 4<sup>th</sup> AGM in respect of their direct and indirect interests in the Company.

Save as disclosed above, none of the other Directors, Major Shareholders or Persons Connected to Directors or Major Shareholders of the Company has any interest, direct or indirect, in the Proposed Shareholders' Mandate.

## 8. APPROVALS REQUIRED

The Proposed Shareholders' Mandate is conditional upon the approval of the shareholders of the Company being obtained at the forthcoming 4<sup>th</sup> AGM.

## 9. DIRECTORS' RECOMMENDATION

The Directors of Optimax (save for Tan Sri Dato' (Dr.) Tan, Sandy Tan and Michelle Tan, who are the Interested Directors and have abstained from all deliberations and voting in respect of the Proposed Shareholders' Mandate) having considered all aspects of the Proposed Shareholders' Mandate and after careful deliberation, are of the opinion that the Proposed Shareholders' Mandate is in the best interest of the Company. Accordingly, the Board (save for Tan Sri Dato' (Dr.) Tan, Sandy Tan and Michelle Tan), recommends that you vote in favour of the ordinary resolution pertaining to the Proposed Shareholders' Mandate to be tabled at the forthcoming 4<sup>th</sup> AGM.

## **10. AGM**

The ordinary resolution to approve the Proposed Shareholders' Mandate is set out in the Notice of the 4<sup>th</sup> AGM contained in the Company's Annual Report 2022.

You are entitled to attend and vote at the forthcoming 4<sup>th</sup> AGM or appoint a proxy(ies) to vote for and on your behalf. In the event if you are unable to attend and vote in person, you are requested to complete, sign and lodge the Proxy Form at the Share Registrar's office at Unit 32-01, Level 32 Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan, Malaysia, or alternately, the Customer Service Centre at Unit G-3, Group Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan, Malaysia, or by electronic means not later than forty-eight (48) hours before the date and time fixed for the 4<sup>th</sup> AGM or at any adjournment thereof. The lodging of the Proxy Form will not preclude you from attending and voting in person at the forthcoming 4<sup>th</sup> AGM should you subsequently wish to do so.

## **11. FURTHER INFORMATION**

You are advised to refer to the attached Appendix I for further information.

Yours faithfully,  
For and on behalf of the Board of Directors  
**OPTIMAX HOLDINGS BERHAD**

**DATO' SERI DR. CHEN CHAW MIN**  
Independent Non-Executive Director and Chairman

**FURTHER INFORMATION****1. RESPONSIBILITY STATEMENT**

The Directors have seen and approved this Circular and they collectively and individually accept full responsibility for the accuracy of the information given and confirm that, after making all reasonable enquiries, to the best of their knowledge and belief, there are no other facts the omission of which would make any statement herein misleading.

**2. MATERIAL CONTRACT**

As at the LPD, there are no other material contracts (not being contracts entered into in the ordinary course of business) which have been entered into by the Group within two (2) years immediately preceding the date of this Circular.

**3. MATERIAL LITIGATION, CLAIMS AND ARBITRATION**

As at the LPD, the Group is not involved in any material litigation, claim or arbitration, either as plaintiff or defendant, and the Directors confirm that there is no legal proceeding, pending or threatened, against the Group or of any fact likely to give rise to any proceeding which might materially and adversely affect our business or financial position.

**4. DOCUMENTS AVAILABLE FOR INSPECTION**

The following documents are available for inspection by the shareholders at the Registered Office of Optimax at Unit 30-01, Level 30, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan, Malaysia during normal office hours between Monday and Friday (except public holidays) from the date of this Circular to the date of the forthcoming 4<sup>th</sup> AGM:

- (a) The constitution of Optimax; and
- (b) The audited consolidated financial statements of Optimax for the past two (2) the financial years ended 31 December 2021 and 31 December 2022.

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