

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

If you are in any doubt as to 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 perused the contents of this Circular on a limited review basis pursuant to Rule 4.1(c) of Guidance Note 22 of the ACE Market Listing Requirements of Bursa Securities (“**Listing Requirements**”), prior to the issuance of this Circular.

Bursa Securities takes no responsibility for the contents of this Circular to shareholders, 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.

AmInvestment Bank Berhad, the Sponsor of the Company has reviewed this Circular pursuant to Rule 4.27(2) of the Listing Requirements prior to the issuance of this Circular.



**ALPHA IVF GROUP BERHAD**  
Registration No. 202101005100 (1405399-X)  
(Incorporated in Malaysia)

**CIRCULAR TO SHAREHOLDERS**

**IN RELATION TO THE**

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

The Ordinary Resolution in respect of the above proposal will be tabled at the Extraordinary General Meeting (“**EGM**”) of Alpha IVF Group Berhad (“**Alpha IVF**” or “**the Company**”). The Notice of EGM of the Company and the Form of Proxy are published on the Company’s corporate website at [www.alphaivfgroup.com](http://www.alphaivfgroup.com) together with this Circular. The EGM will be held at Ballroom V, Main Wing, Jalan Kelab Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan, Malaysia on Tuesday, 29 October 2024.

If you are unable to participate and vote at the EGM and wish to appoint proxy(ies), you are requested to complete the Form of Proxy for the EGM and deposit it at 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, or by electronically via TIIH online website at <https://tiih.online>, not less than forty-eight (48) hours before the time appointed for holding the EGM or at any adjournment thereof. The lodging of the Form of Proxy will not preclude you from attending and voting in person at the meeting should you subsequently wish to do so.

Last date and time for lodging the Form of Proxy	:	Sunday, 27 October 2024 at 11.30 a.m.
Date and time of the EGM	:	Tuesday, 29 October 2024 at 11.30 a.m. (or immediately after the conclusion of the 2 <sup>nd</sup> Annual General Meeting of the Company) or at any adjournment thereof
Venue of the EGM	:	Ballroom V, Main Wing, Jalan Kelab Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan, Malaysia

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## DEFINITIONS

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Except where the context otherwise requires, the following definitions shall apply throughout this Circular and the accompanying appendices:-

Act	:	The Malaysian Companies Act 2016 as amended from time to time and any re-enactment thereof
AGM	:	Annual general meeting
AIIC	:	Alpha IVF International (China) Sdn. Bhd. [Registration No. 202401022465 (1568314-W)], a wholly-owned subsidiary of Alpha IVF
AIS	:	Alpha IVF Systems Sdn. Bhd. [Registration No. 202401024479 (1570328-A)], a wholly-owned subsidiary of Alpha IVF
AIMC	:	Alpha International (Shanghai) Medical Consulting Limited [Registration No. 91310000MADYD0DJ0X], a wholly-owned subsidiary of AIIC
AIWS	:	Alpha International Women's Specialists Sdn. Bhd. [Registration No. 201101010321 (938460-K)], a wholly-owned subsidiary of Alpha IVF
AIWSS	:	Alpha International Women's Specialists (Singapore) Pte. Ltd. [Unique Entity Number: 201837990G], a 76.51%-owned subsidiary of Alpha IVF
Alhaya	:	Alhaya International Women's Specialists Sdn. Bhd. [Registration No. 198501011182 (143634-W)], a 51.00%-owned subsidiary of AIWS
Alpha IVF Group or Group	:	Our Company and our subsidiaries, collectively (including all future subsidiaries which are acquired/incorporated by Alpha IVF before the next AGM of our Company) as defined in the Act
Alpha IVF Shares	:	Ordinary shares in Alpha IVF
ARMC	:	Audit and Risk Management Committee of our Company presently comprises Tung Fook Heng (Chairman), Datuk Lee Say Tshin and Sia Bee Keng
Baby Xort	:	Baby Xort Sdn. Bhd. [Registration No. 201401036094 (1112231-T)]
Board or Board of Directors	:	The Board of Directors of our Company
Bursa Securities	:	Bursa Malaysia Securities Berhad [Registration No. 200301033577 (635998-W)]
Circular	:	This circular to our shareholders dated 14 October 2024 in relation to the Proposed New Shareholders' Mandate
Company or Alpha IVF	:	Alpha IVF Group Berhad [Registration No. 202101005100 (1405399-X)]
Director(s)	:	A director has the meaning given in Section 2(1) of the Act and Section 2(1) of the Capital Markets and Services Act 2007 and includes any person who is or was within the preceding 6 months of the date on which the terms of the respective RRPTs were agreed upon, a director of the Company or any other company which is a subsidiary or holding company of the Company, or a chief executive officer of the Company or its subsidiary or holding company

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## DEFINITIONS (cont'd)

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EGM	:	Extraordinary General Meeting
Family	:	Such person, in relation to a person means such person who falls within any one of the following categories: <ul style="list-style-type: none"><li>(a) spouse;</li><li>(b) parent;</li><li>(c) child including an adopted child and step-child;</li><li>(d) brother or sister; and</li><li>(e) spouse of the person referred to in subparagraphs (c) and (d) above.</li></ul>
FYE	:	Financial year ended
GSSB	:	Genesis Specialists Sdn. Bhd. [Registration No. 201501023534 (1148863-U)], a wholly-owned subsidiary of Alpha IVF
Germax	:	Germax Sdn. Bhd. [Registration No. 198001008201 (61985-K)]
Issue Share(s)	:	New shares issued by our Company pursuant to its initial public offering
Listing Requirements	:	ACE Market Listing Requirements of Bursa Securities, including any amendments that may be made from time to time
LPD	:	16 September 2024, being the latest practicable date prior to the printing of this Circular or as indicated otherwise
Major Shareholder	:	A person who has an interest or interests in one or more voting shares in the Company and the number or the aggregate number of those shares, is: <ul style="list-style-type: none"><li>(a) 10% or more of the total number of voting shares in the Company; or</li><li>(b) 5% or more of the number of voting shares in the company where such person is the largest shareholder of the Company.</li></ul> <p>Major Shareholder includes any person who is or was within the preceding 6 months of the date on which the terms of the transaction were agreed upon, a major shareholder of our Company as defined above (or any other company which is its subsidiary or holding company).</p> <p>For the purpose of this definition, "interest in shares" shall have the meaning given in Section 8 of the Act</p>

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## DEFINITIONS (cont'd)

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- Person(s) Connected : In relation to a Director or a Major Shareholder, means such person who fall under any one of the following categories:
- (i) a family member of the Director's or Major Shareholder for the purpose of this definition, which means such person who falls within any one of the following categories:-
    - (i) spouse;
    - (ii) parent;
    - (iii) child including an adopted child and step-child;
    - (iv) brother or sister; and
    - (v) spouse of the person referred to in items (iii) and (iv) above.
  - (ii) a trustee of a trust (other than a trustee for an employee share scheme or pension scheme) under which the Director, Major Shareholder or a member of the Director's or Major Shareholder's family is the sole beneficiary;
  - (iii) a partner of a Director, Major Shareholder or a partner of a Person Connected with that Director or Major Shareholder, means such person who falls within any one of the following categories:-
    - (i) a person with whom the Director, Major Shareholder or person connected with a Director or Major Shareholder is in or proposes to enter into partnership with. "Partnership" for this purpose is given the meaning under section 3 of the Partnership Act 1961 or "limited liability partnership" as defined in section 2 of the Limited Liability Partnerships Act 2012, as the case may be; or
    - (ii) a person with whom the Director, Major Shareholder or person connected to a Director or Major Shareholder has entered or proposes to enter into a joint venture, whether incorporated or not.
  - (iv) a person who is accustomed or under an obligation, whether formal or informal, to act in accordance with the directions, instructions or wishes of the Director or Major Shareholder;
  - (v) a person in accordance with whose directions, instructions or wishes the Director or Major Shareholder is accustomed or is under an obligation, whether formal or informal, to act;
  - (vi) a body corporate or its Directors which/who is/are accustomed or under an obligation, whether formal or informal, to act in accordance with the directions, instructions or wishes of the Director or Major Shareholder;
  - (vii) a body corporate or its Directors whose directions, instructions or wishes the Director or Major Shareholder is accustomed or under an obligation, whether formal or informal, to act;
  - (viii) a body corporate in which the Director, Major Shareholder and/or persons connected with him are entitled to exercise, or control the exercise of, not less than 20% of the votes attached to voting shares in the body corporate; or
  - (ix) a body corporate which is a related corporation of the Director, Major Shareholder and/or persons connected with him

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**DEFINITIONS (cont'd)**

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Proposed New Shareholders' Mandate	:	Proposed new shareholders' mandate for Alpha IVF Group to enter into RRPT(s) of a revenue or trading nature
PT ASI	:	PT Alpha SPOG Indonesia [Registration No. 2208240078677], a 99.00%-owned subsidiary of AIS and 1.00%-owned by AIWS
Recurrent Related Party Transaction(s) or RRPT(s)	:	Transactions with Related Parties involving recurrent transactions of a revenue or trading nature which are necessary for the Alpha IVF Group's day-to-day operations and are in the ordinary course of business of the Alpha IVF Group
Related Party or Related Parties	:	Directors, Major Shareholders and/or Persons Connected with such Directors and/or Major Shareholders of the Group who are interested in the RRPT as set out under Section 2.5 of this Circular
Retail Offering	:	Retail offering of 218,700,000 Issue Shares comprising:  (i) 24,300,000 Issue Shares made available for application by the eligible persons; and (ii) 194,400,000 Issue Shares made available for application by the Malaysian Public.  at the initial public offering price per share, payable in full upon application, subject to clawback and reallocation provisions
Samicol	:	Samicol [Unique Entity Number: 53491647C] is a sole proprietorship registered in Singapore
Substantial Shareholder(s)	:	A person who has interest or interests in one or more voting shares in the Company and the number or the aggregate number of such shares is not less than 5% of the total number of all voting shares of the Company

All references to "we", "us", "our" and "ourselves" are to our Company, or where the context requires, are to our Group. All references to "you" in this Circular are references to the shareholders of our Company.

Words incorporating the singular shall, where applicable, include the plural and vice versa and words incorporating the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa.

Reference to persons shall include a corporation, unless otherwise specified. Any reference in this Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any reference to a time of day in this Circular shall be a reference to Malaysian time, unless otherwise specified.

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**ALPHA IVF GROUP BERHAD**  
Registration No. 202101005100 (1405399-X)  
(Incorporated in Malaysia)

**Registered Office:**  
No. 9A, Jalan Medan Tuanku  
Medan Tuanku  
50300 Kuala Lumpur  
Wilayah Persekutuan

14 October 2024

**Board of Directors**

Dato' Dr. Tan Kee Kwong (Independent Non-Executive Chairman)  
Dato' Dr. Lee Soon Soo (Executive Director / Group Managing Director)  
Dr. Ng Peng Wah (Executive Director)  
Datuk Lee Say Tshin (Independent Non-Executive Director)  
Sia Bee Keng (Independent Non-Executive Director)  
Tung Fook Heng (Independent Non-Executive Director)

To: **Our Shareholders**

Dear Sir/Madam

**PROPOSED NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY  
TRANSACTIONS OF A REVENUE OR TRADING IN NATURE**

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**1. INTRODUCTION**

On 19 September 2024, our Board announced that our Company intends to seek shareholders' approval for the Proposed New Shareholders' Mandate. The Proposed New Shareholders' Mandate is necessary for Alpha IVF Group's day-to-day operations and are in the ordinary course of business, which the Group may from time to time enter into in accordance with Rule 10.09 of the Listing Requirements.

**THE PURPOSE OF THIS CIRCULAR IS TO PROVIDE YOU WITH INFORMATION ON THE PROPOSED NEW SHAREHOLDERS' MANDATE AND TO SEEK YOUR APPROVAL FOR THE RESOLUTION PERTAINING TO THE PROPOSED NEW SHAREHOLDERS' MANDATE TO BE TABLED AS AN ORDINARY RESOLUTION AT THE FORTHCOMING EGM OF THE COMPANY. THE EXTRACT OF THE RESOLUTION ON THE PROPOSED NEW SHAREHOLDERS' MANDATE IS ENCLOSED TOGETHER WITH THIS CIRCULAR. YOU ARE ADVISED TO READ AND CONSIDER THE CONTENTS OF THIS CIRCULAR CAREFULLY BEFORE VOTING ON THE RESOLUTION TO GIVE EFFECT TO THE PROPOSED NEW SHAREHOLDERS' MANDATE.**

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

### 2.1 Provisions under the Listing Requirements

Pursuant to Rule 10.09(2) and Guidance Note 8 of the Listing Requirements, a listed issuer may seek a mandate from its shareholders in respect of RRPT, subject to the following:

- (a) the transactions are in the ordinary course of business and are on terms not more favourable to the 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 in respect of the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year in relation to a listed issuer with an issued and paid-up capital of RM60 million and above where the aggregate value is equal to or more than the threshold prescribed below:-
  - (1) the consideration, value of the assets, capital outlay or costs of the RRPT is RM1 million or more; or
  - (2) the percentage ratio of such RRPT is 1% or more,whichever is the higher;
- (c) issuance of a circular to shareholders by the Company for purposes of the Proposed New Shareholders' Mandate shall include information as specified in the Listing Requirements. The draft circular must be submitted to Bursa Securities together with a checklist showing compliance with such information;
- (d) in a meeting to obtain the shareholders' mandate, the interested Director, interested Major Shareholder or person connected with such director or major shareholder; and where it involves the interest of an interested person connected with a director or major shareholder, such director or major shareholder, must not vote on the resolution to approve the transactions. The interested Director or interested Major Shareholder must ensure that persons connected with him abstain from voting on the resolution approving 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 the Circular by 10% or more and must include the information as may be prescribed by Bursa Securities in its announcement.

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## 2.2 Validity of the Proposed New Shareholders' Mandate

The Proposed New Shareholders' Mandate, if approved at the forthcoming EGM, will take effect immediately from the date of the passing of the ordinary resolution at the forthcoming EGM and shall continue to be in force until:

- (a) the conclusion of the next AGM following the general meeting at which the authorisation is obtained, at which time it shall lapse, unless by ordinary resolution passed at the meeting, the authority is renewed;
- (b) the expiration of the period within which the next AGM, after the date is required to be held pursuant to Section 340(2) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (c) revoked or varied by resolutions passed by the shareholders in a general meeting;

whichever is the earlier.

The Proposed New Shareholders' Mandate will take effect immediately from the date of the passing of the ordinary resolution at the forthcoming EGM to the next AGM. Thereafter, approval from shareholders for a renewal of shareholders' mandate will be sought at each subsequent AGM of Alpha IVF.

Transactions with any Related Parties, which do not fall within the ambit of the Proposed New Shareholders' Mandate, will be subject to other applicable provisions of the Listing Requirements, the Act and/or any applicable law.

## 2.3 The principal business activities of the Company and its subsidiaries

The Company is principally engaged in investment holding activities and the provision of management services, whilst the principal activities of our subsidiaries are as follows:-

Subsidiaries of Alpha IVF	Interest held	Principal activities
AIWS	100.00%	Running a women's specialists centre and as medical consultants
AIS	100.00%	Provision of management services, technological support and centralised marketing services
AIIC	100.00%	To establish and operate marketing and business representative offices in China
GSSB	100.00%	Providing specialised medical services
PT ASI *	100.00%	To manage and operate businesses in the field of private clinic activities
AISMC	100.00%	To operate as sales representative offices
AIWSS	76.51%	Running a women's specialist centre, as medical consultants and providing fertility treatments, women-related healthcare, and medical services
Alhaya #	51.00%	Providing fertility, gynaecological and obstetric treatment and related services

Notes:

\* 1.00% owned by AIWS, 99.00% owned by AIS

# 51.00%-owned subsidiary of AIWS

## 2.4 The principal business activities of / services provided by the Related Parties

The principal activities of / services provided by the Related Parties that will be entering into RRPT with our Group are as set out below:-

Related Parties	Principal activities / services
Baby Xort	Provider of sperm sorting services
Dato' Dr. Lee Soon Soo (" <b>DDLSS</b> ")	Medical consultancy services
Dr. Ng Peng Wah (" <b>DNPW</b> ")	Medical consultancy services
Dr. Haris Bin Hamzah (" <b>Dr. Haris</b> ")	Medical consultancy services
Dr. Tan Heng Hao (" <b>Dr. Tan</b> ")	Medical consultancy services
Germax	Store specialised in retail sales of pharmaceuticals, medical and orthopaedic goods
Samicol	Consultancy service

Alpha IVF Group will enter into RRPT with the Related Parties, as referred in Section 2.5 of this Circular, which are necessary for the day-to-day operations, with the Related Parties in the ordinary course of business. Such RRPT will be carried out at arm's-length basis, on Alpha IVF Group's normal commercial terms and on terms not more favourable to the Related Parties than those generally available to the public and which will not be to the detriment of the minority shareholders of our Company. The transactions may occur in periodic requirements and are not bound by any preceding agreements negotiated in advance.

These RRPT will also be subject to the review procedures set out in Section 2.7 below.

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## 2.5 Details of the RRPTs and Estimated Value

The details of the RRPTs entered and to be entered into by Alpha IVF Group with the Related Parties under the Proposed New Shareholders' Mandate are as follows:

No.	Provider of goods and services	Nature of Transaction	Recipient of goods and services	Actual Value transacted from 22 March 2024 (being the date of our listing) up to the LPD (RM'000)	#Estimated value transacted from 22 March 2024 up to the forthcoming EGM (RM'000)	*Estimated aggregate value to be transacted from the forthcoming EGM to the next AGM (RM'000)	Related Parties
1.	DDLSS	Provision of medical consultant services entails consultancy in obstetrics and gynaecology with fertility subspecialty by DDLSS to AIWS.	AIWS	598	791	2,467	DDLSS is a director of AIWS.
2.	DNPW	Provision of medical consultant services entails consultancy in obstetrics and gynaecology with fertility subspecialty by DNPW to GSSB.	GSSB	1,490	1,837	3,514	DNPW is a director of GSSB.
3.	Dr. Haris	Provision of medical consultant services entails consultancy in obstetrics and gynaecology with fertility subspecialty by Dr. Haris to AIWS.	AIWS	77	85	465	Dr. Haris is a director and shareholder of Alhaya.
4.	Dr. Haris	Provision of medical consultant services entails consultancy in obstetrics and gynaecology with fertility subspecialty by Dr. Haris to Alhaya.	Alhaya	115	163	1,178	Dr. Haris is a director and shareholder of Alhaya.
5.	Dr. Tan	Provision of medical consultant services entails consultancy in obstetrics and gynaecology with fertility subspecialty by Dr. Tan to AIWSS.	AIWSS	3,481	4,058	10,384	Dr. Tan is a major shareholder of AIWSS.
6.	AIWSS	Administrative charges incurred by AIWSS to Dr. Tan in relation to the collection of fees from the patients.	Dr. Tan	48	61	101	Dr. Tan is a major shareholder of AIWSS.
7.	Germax	Purchase of analgesic drugs and medicine from Germax.	AIWS	1	1	98	Datin Karen Pua Luan Ching is a director and major shareholder of Germax. She is the spouse of DDLSS, a director of AIWS.

No.	Provider of goods and services	Nature of Transaction	Recipient of goods and services	Actual Value transacted from 22 March 2024 (being the date of our listing) up to the LPD (RM'000)	#Estimated value transacted from 22 March 2024 up to the forthcoming EGM (RM'000)	*Estimated aggregate value to be transacted from the forthcoming EGM to the next AGM (RM'000)	Related Parties
8.	Baby Xort	Provision of sperm sorting services by Baby Xort to AIWS.	AIWS	351	434	504	Kuo Cher Chong is a director and major shareholder of Baby Xort and is a brother-in-law of DDLSS, a director of AIWS.
9.	Baby Xort	Provision of sperm sorting services by Baby Xort to Alhaya.	Alhaya	8	8	173	Kuo Cher Chong is a director and major shareholder of Baby Xort and is a brother-in-law of DDLSS, a director of Alhaya.
10.	Baby Xort	Provision of sperm sorting services by Baby Xort to GSSB.	GSSB	-	-	36	Kuo Cher Chong is a director and major shareholder of Baby Xort and is a brother-in-law of DDLSS, a director of GSSB.
11.	Samicol	Provision of consultancy services entails matters relating to operations, human resource, accounts and finance, marketing, and general management (save for medical and laboratory technical matters) by Samicol to Alpha IVF.	Alpha IVF	-	-	58	Lee Soon Ai is the sole proprietor of Samicol. She is a director of AIWS, and is the sister of DDLSS, a director of Alpha IVF.
12.	Samicol	Provision of consultancy services entails matters relating to operations, human resource, accounts and finance, marketing, and general management (save for medical and laboratory technical matters) by Samicol to AIWS.	AIWS	-	-	58	Lee Soon Ai is the sole proprietor of Samicol. She is a director of AIWS, and is the sister of DDLSS, a director of AIWS.

Notes:

# The percentage ratio of the RRPT transacted from 22 March 2024 up to the date of the EGM shall not reach 5% and shall not require shareholders' ratification.

\* The estimated aggregate values are based on best estimates by Alpha IVF's Management using historical trends and projected level of business operations. The actual value of the transactions may vary from the estimated value disclosed above and are subject to changes.

## **2.6 Amount Due From and Owing by Related Parties pursuant to the RRPTs**

As at the LPD, there is no amount due from and owing by the Related Parties pursuant to the RRPTs which has exceeded the credit terms.

## **2.7 Method or Procedures on Which Transaction Prices are Determined / Review Procedures for RRPTs**

The Group has established the guidelines and procedures to ensure that the RRPTs contemplated under the Proposed New Shareholders' Mandate are undertaken in the ordinary course of business, at arm's length and based on commercial terms and on transaction prices and terms not more favourable to the Related Parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company:-

### **2.7.1 Methods for Determination of Transaction Price**

- (a) A list of RRPTs will be circulated within the Group to notify that all RRPTs are required to be undertaken on arm's length basis, whereby the transaction prices, terms and conditions are determined by current market forces, under similar commercial terms for transaction with third parties, which are dependent on the demand and supply of the products/services.
- (b) The Group shall ensure at least two (2) other contemporaneous transactions with unrelated third parties for similar products/services and/or quantities will be used as comparison, wherever possible, to determine if the price and terms offered to/by the Related Parties are fair and reasonable and comparable to those offered to/by other unrelated third parties for the same or substantially similar type of products/services and/or quantities.
- (c) In the event that quotation or comparative pricing from third parties cannot be obtained, the transaction price will be determined by the Group based on the Group's usual business practices to ensure that the RRPTs are not detrimental to the minority shareholders of the Group.

### **2.7.2 Thresholds for Approval of RRPTs**

There are no specific thresholds for approval of RRPTs within the Group. All RRPTs will be monitored by the management and reviewed by the ARMC on a quarterly basis and approved by the Board with the recommendation from the ARMC. Where the RRPT has not obtained the shareholders' mandate or has exceeded the shareholders' mandate, an announcement shall be made to Bursa Securities. Our ARMC and the Board are aware of and will diligently ensure due compliance with all the prescribed requirements under Paragraph 10.09(1) of the Listing Requirements.

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### **2.7.3 Monitoring of RRPTs**

- (a) A list of Related Parties shall be circulated within the Group from time to time for reference and at the same time, the Related Party will be notified to ensure that all RRPTs are undertaken in accordance with the policies.
- (b) All operating divisions and subsidiary companies shall review the existing information systems to ensure that information on Related Party Transactions is captured at source.
- (c) Records will be maintained by the management for ARMC's review every quarter together with the review of the quarterly results in order to capture all RRPTs which are entered into pursuant to the Proposed New Shareholders' Mandate.
- (d) The annual internal audit plan shall incorporate a review of all RRPTs entered into pursuant to the Proposed New Shareholders' Mandate to ensure that relevant approvals have been obtained and review procedures in respect of such transactions are adhered to.
- (e) Our ARMC has reviewed and shall continue to review the internal audit reports to ascertain that the guidelines and procedures established to monitor RRPTs are adequate and have been complied with.
- (f) Our ARMC shall have overall responsibility for the determination of the review procedures with authority to sub-delegate to individuals or committees within the Company as they deem appropriate. If a member of our ARMC has an interest, as the case may be, he will abstain from any decision made by our ARMC in respect of the said transaction.
- (g) Additional quotations, if relevant, from third parties will be obtained and will be evaluated based on ranking on the price, delivery, services and other terms and conditions before entering into such transactions.

If it is determined that the guidelines and/or procedures stated in Section 2.7 of this Circular are inadequate and to ensure that:-

- (a) the RRPT will be conducted at arm's length and on normal commercial terms which are not favourable to the Related Parties than those generally available to the public; and
- (b) such transactions are not to the detriment of the minority shareholders of our Company or prejudicial to the interests of the shareholders,

our Company will obtain a fresh proposed mandate based on guidelines and procedures.

The ARMC shall also have the discretion to request for limits to be imposed or for additional procedures to be followed if it considers such a request to be appropriate. In that event, such limits or procedures may be implemented without the approval of shareholders.

Pursuant to Paragraph 10.09(2) of the Listing Requirements, in a meeting to obtain the Proposed New Shareholders' Mandate, the interested director, interested major shareholder or interested persons connected with a director or major shareholder and where it involves the interest of an interested person connected with a director or major shareholder, such director or major shareholder, must not vote on the resolution approving the transactions.

### **2.8 Deviation from Mandate**

There is no deviation between the actual value transacted and the estimated value for the general mandate as this is a new shareholders' mandate.

## 2.9 Disclosure in the Annual Report

Disclosure will be made in our Company's Annual Report in accordance with Paragraph 3.1.5 of the Guidance Note 8 of the Listing Requirements, which requires a breakdown of the aggregate value of the RRPTs made during the financial year based on the following information:-

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

The above disclosure will be made in the Company's Annual Report for each subsequent financial year after the Proposed New Shareholders' Mandate has been approved and renewed.

In addition, if the actual value of the RRPTs entered into by the Group exceeds the estimated value of the RRPTs disclosed in the circular to shareholders on the Proposed New Shareholders' Mandate by 10% or more, the Company will make an immediate announcement to Bursa Securities.

## 3. RATIONALE FOR AND THE BENEFITS OF THE PROPOSED NEW SHAREHOLDERS' MANDATE

The Proposed New Shareholders' Mandate, which is subject to annual review will enable the Group to enter into RRPTs which are in the ordinary course of the Group's businesses, on normal commercial terms, in a timely manner. This will enable the Group to continue to carry out RRPTs necessary for the Group's day-to-day operations thus enhancing the Group's ability to pursue business opportunities which are time-sensitive in nature in a more efficient manner by transacting with the Related Parties.

The Group will have an advantage of familiarity with the background, management and the financial well-being of the Related Parties which will enable a more informed commercial decision to be made by the Group in a timely manner.

By obtaining the shareholders' mandate for the RRPTs described in Section 2.5 above would allow the Group to enter into such RRPTs and this would eliminate the necessity to convene separate general meetings from time to time to seek shareholders' approval as and when such RRPTs of a revenue or trading nature arise, thereby reducing substantial administrative time and costs associated with the convening of such general meetings, without compromising the corporate objective or adversely affecting the business opportunities available to Alpha IVF Group.

The RRPTs are essential to provide Alpha IVF Group with the support for its operational business opportunities and further enhance its ability to explore beneficial business opportunities.

Other benefits to be derived from the Proposed New Shareholders' Mandate are as follows:-

- (a) facilitate transactions with Related Parties which are in the ordinary course of business of the Group undertaken at arm's length basis, normal commercial terms and on terms which are not more favourable to the Related Parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company;
- (b) facilitate transactions with Related Parties in an expeditious manner to meet business needs for the supply and/or provision of goods and services which are necessary for its day-to-day operations, particularly business needs which are time sensitive in nature; and
- (c) eliminate the need to announce and convene separate general meetings to seek proposed mandate for each transaction and as such, substantially reduce expenses, time and other resources associated with the making of announcements and convening of general meetings on an ad hoc basis, improve administrative efficiency considerably and allow financial and manpower resources to be channeled to attain more productive objectives.

#### 4. EFFECTS OF THE PROPOSED NEW SHAREHOLDERS' MANDATE

The Proposed New Shareholders' Mandate is not expected to have any effect on the issued share capital and the substantial shareholders' shareholdings of the Company and is also not expected to have any material effect on the earnings, net assets and gearing of the Group for the financial year ending 31 May 2025.

#### 5. INTEREST OF DIRECTORS, MAJOR SHAREHOLDERS, AND/OR PERSONS CONNECTED TO THEM

The direct and indirect interest of the interested Directors, major shareholder and/or Persons Connected with them in the Proposed New Shareholders' Mandate as at 17 September 2024 are summarised below:-

	Direct Interest		Indirect Interest	
	No. of Alpha IVF Shares	%	No. of Alpha IVF Shares	%
<b>Interested Director and Major Shareholder:</b>				
DDLSS	1,694,918,642	34.874	450,194,512 <sup>(a)</sup>	9.263
<b>Interested Directors:</b>				
DNPW	404,278,989	8.318	-	-
Lee Soon Ai	433,208,415	8.914	-	-
Dr. Haris	-	-	-	-
Dr. Tan <sup>(b)</sup>	-	-	-	-
<b>Persons Connected:</b>				
Datin Karen Pua Luan Ching	500,000	0.01	-	-
Kuo Cher Chong	620,000	0.013	-	-

Notes:

- (a) Deemed interested by virtue of his shareholdings in ACE Specialists Sdn. Bhd., and by virtue of shares held by spouse and son pursuant to Section 8(4) of the Act.
- (b) Dr. Tan resigned as a Director of AIWSS with effect from 1 May 2024.

For information purposes, Germax, Samicol and Baby Xort do not directly or indirectly hold any Alpha IVF Shares as at 17 September 2024.

The interested Directors have abstained and will continue to abstain from the Board deliberations and voting at Board meetings of the Company in respect of the Proposed New Shareholders' Mandate. The interested Directors and major shareholder will abstain and have also undertaken and will ensure that the Persons Connected with them (if any) will abstain from voting in respect of their direct and/or indirect shareholdings in our Company on the ordinary resolution pertaining to the Proposed New Shareholders' Mandate at the forthcoming EGM of our Company.

Save as disclosed above, none of the other Directors, major shareholder and/or Persons Connected with them, has any interest, direct or indirect, in the Proposed New Shareholders' Mandate.

#### 6. STATEMENT BY THE ARMC

Our ARMC is of the opinion that the Proposed New Shareholders' Mandate is fair, reasonable and is in the best interest of the Company and its shareholders. The ARMC has seen and reviewed the procedures mentioned in Section 2.7 above and is of the view that:

- (a) the procedures and processes are sufficient to ensure that the RRPTs are carried out on terms not more favourable to the Related Parties than those generally available to the public and are not detrimental to the minority shareholders; and
- (b) the Group has in place adequate procedures and processes to monitor, track and identify RRPTs in a timely and orderly manner, and such procedures and processes are reviewed on a yearly basis or whenever the need arises.



## 7. APPROVAL REQUIRED

The Proposed New Shareholders' Mandate is subject to the approval of the non-interested shareholders of our Company at the forthcoming EGM.

## 8. DIRECTORS' STATEMENT AND RECOMMENDATION

Our Board (other than the interested Directors), having considered all relevant aspects of the Proposed New Shareholders' Mandate, is of the opinion that the Proposed New Shareholders' Mandate is in the best interest of the Group and accordingly, recommends that you vote **IN FAVOUR** of the Ordinary Resolution on the Proposed New Shareholders' Mandate to be tabled at the forthcoming EGM.

## 9. EGM

The EGM, the notice of which is set out in this Circular and published on corporate website at [www.alphaivfgroup.com](http://www.alphaivfgroup.com) will be held at Ballroom V, Main Wing, Jalan Kelab Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan, Malaysia on Tuesday, 29 October 2024 at 11.30 a.m. or immediately after the conclusion of the 2<sup>nd</sup> AGM, for the purpose of considering and, if thought fit, passing with or without any modifications to the Ordinary Resolution so as to give effect to the Proposed New Shareholders' Mandate .

If you are unable to participate and vote at the EGM and wish to appoint proxy(ies), 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 :-

(i) 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.

(ii) By electronic form

The form of proxy can be lodged electronically with the Company's Share Registrar via TIIH Online website at <https://tiih.online>. Kindly refer to the Administrative Guide on the procedures for electronic lodgement of proxy form via TIIH Online.

The lodging of the Form of Proxy will not preclude you from attending and voting in person at the meeting should you subsequently wish to do so.

## 10. FURTHER INFORMATION

Shareholders are advised to refer to Appendix I and Notice of EGM in this Circular for further information.

Yours faithfully  
For and on behalf of the Board of  
**ALPHA IVF GROUP BERHAD**

### **TUNG FOOK HENG**

Audit and Risk Management Committee Chairman  
Independent Non-Executive Director

**1. DIRECTORS' RESPONSIBILITY STATEMENT**

This Circular has been seen and approved by our Board and they collectively and individually accept full responsibility for the accuracy of the information given and confirm that, after having made all reasonable enquiries and to the best of their knowledge and belief, there are no false or misleading statements or information contained in this Circular, or other facts and information, the omission of which would make any statement in this Circular false or misleading.

**2. MATERIAL CONTRACTS**

Save as disclosed below, our Board confirms that there are no material contracts (not being contracts entered into in the ordinary course of business) which have been entered into by our Company and our subsidiary companies within the two (2) years immediately preceding the date of this Circular:

- (a) Share sale agreement dated 27 October 2022 entered into between our Company and the First Stage Vendors namely DDLSS, Alphastem Sdn. Bhd., Lee Soon Ai, Dr. Leong Wai Yew, Dr. Tan Chong Seong, Dr. Lim Yong Kuei and DNPW, for the acquisition of the entire issued share capital of AIWS, the entire issued share capital of GSSB, and 76.51% of the issued and paid-up capital of AIWSS, which was completed on 27 October 2022;
- (b) Shareholders' agreement dated 27 October 2022 entered into between our Company and ACE Specialists Sdn. Bhd., DDLSS, Lee Soon Ai, Dr. Leong Wai Yew, Dr. Tan Chong Seong, DNPW, Dr. Lau Soon Yen, Dr. Timothy Lim Yong Kuei, Dr. Lam Wei Kian and Siow Fei Foong in relation to the regulation of rights and obligations of the shareholders of our Company;
- (c) Supplemental agreement dated 5 July 2023 to the shareholders' agreement dated 27 October 2022 entered into between our Company and ACE Specialists Sdn. Bhd., DDLSS, Lee Soon Ai, Dr. Leong Wai Yew, Dr. Tan Chong Seong, DNPW, Dr. Lau Soon Yen, Dr. Timothy Lim Yong Kuei, Dr. Lam Wei Kian and Siow Fei Foong in relation to the cessation of our Company as a party to the abovementioned Shareholders' Agreement dated 27 October 2022 and our Company shall be treated as never having been bound to observe and comply with any of the provisions contained therein;
- (d) Shareholders' Agreement dated 26 October 2022 entered into between Alhaya and AIWS, Dr. Surinder Singh A/L Ranbir Singh, Dr. Haris Bin Hamzah, Dr. Wan Syahirah Binti Yang Mohsin, Serene Image Sdn. Bhd., Cheong Wee Ban and Chong Sook Lan in relation to the regulation of rights of the shareholders of Alhaya;
- (e) Memorandum of Understanding dated 6 September 2023 entered into between AIWS and PT Hotel Indonesia Natour in relation to the parties' intention to explore a possible future business cooperation plan to establish a fertility treatment medical centre or hospital in the area of Special Economic Zone in Sanur, Bali ("**Project Bali**"). The Memorandum of Understanding is in force for a period of 6 months from its signing date and/or until PT Hotel Indonesia Natour has awarded a successful candidate, whichever earlier;
- (f) Minutes of Agreement dated 22 December 2023 entered into between our Company and PT Hotel Indonesia Natour in relation to the agreed commercial terms on Project Bali, which will be further stipulated in a land lease agreement to be negotiated and signed by the parties ("**Definitive Agreement**"). Our Company had on 27 December 2023 paid PT Hotel Indonesia Natour a booking fee of IDR11.88 billion (equivalent to approximately RM3.65 million) to reserve a plot of land measuring approximately 6,000 square metres in the Special Economic Zone in Sanur, Bali for lease, pending execution of the Definitive Agreement;
- (g) Retail Underwriting Agreement dated 15 February 2024 between our Company and the Sole Underwriter to underwrite 218,700,000 IPO Shares under the Retail Offering at an underwriting commission calculated at the rate of 1.00% (exclusive of applicable tax) of the IPO Price multiplied by the total number of IPO Shares underwritten under the Retail Offering;

- (h) Master cornerstone placement agreement dated 15 February 2024 entered into between our Company, the Offerors, the Lead Bookrunner, the Co-Bookrunner and the Cornerstone Investors, under which the Cornerstone Investors have agreed to acquire and/or subscribe for an aggregate of 408,000,000 IPO Shares pursuant to the Institutional Offering, representing 8.39% of our enlarged issued Shares at the IPO Price, subject to the conditions as set out in the Master Cornerstone Placement Agreement and the relevant individual cornerstone placement agreements;
- (i) Lock-up letter dated 15 February 2024 issued by our Company to the Lead Bookrunner and the Co-Bookrunner in relation to the lock-up arrangement for our Initial Public Offering and the listing of and quotation for the entire issued ordinary shares of our Company on the ACE Market of Bursa Securities; and
- (j) Shareholders' Agreement dated 3 September 2024 entered into between AIS, DDLSS, DNPW, Dr. Romerico F. Torres and Dr. Maria Victoria Tan to regulate the relationship as the initial incorporators/shareholders to form Alpha IVF (Manila) Incorporated, a corporation to be registered under the Philippines laws.

### **3. MATERIAL LITIGATION, CLAIMS OR ARBITRATION**

As at the date of this Circular, the Group is not engaged in any material litigation, claims or arbitration, either as plaintiff or defendant and the Board is not aware and do not have any knowledge of any proceeding pending or threatened against the Group or of any fact likely to give rise to any proceeding which may materially affect the financial position or business of the Group.

### **4. DOCUMENTS AVAILABLE FOR INSPECTION**

Copies of the following documents are available for inspection during normal business hours from 9.00 a.m. to 5.00 p.m. from Monday to Friday (excluding public holidays) at the registered office of the Company at No. 9A, Jalan Medan Tuanku, Medan Tuanku, 50300 Kuala Lumpur, Wilayah Persekutuan, for the period commencing from the date of this Circular up to and including the date of our forthcoming EGM:

- (a) our Constitution;
- (b) our Group's audited financial statements for the FYE 31 May 2023 and 31 May 2024; and
- (c) the material contracts referred to in Section 2 above.

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**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Extraordinary General Meeting (“**EGM**”) 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 11.30 a.m.** (or immediately after the conclusion of the 2<sup>nd</sup> Annual General Meeting of the Company which will be held at the same venue and on the same day) or at any adjournment thereof, for the following purposes:

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

**PROPOSED NEW SHAREHOLDERS’ MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE (“PROPOSED NEW SHAREHOLDERS’ MANDATE”)** Ordinary Resolution

“THAT subject to the provisions of Rule 10.09 of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad (“**AMLR**”), approval be and is hereby given to the Company and its subsidiaries (“**Group**”) to enter into and give effect to any of the transactions falling within the types of recurrent related party transactions of a revenue or trading nature with specified classes of related parties (“**Recurrent Related Party Transactions**”) as set out in Section 2.5 of the Circular to Shareholders dated 14 October 2024 which are necessary for the day to day operations and are in the ordinary course of business and are carried out at arms’ length basis on normal commercial terms of the Group on terms not more favourable to the related parties than those generally available to the public and are not, in the Company’s opinion, detrimental to minority shareholders of the Company and that such approval shall continue to be in force until:

- (a) the conclusion of the next Annual General Meeting (“**AGM**”) of the Company, at which time it will lapse, unless by a resolution passed at the next AGM, the authority is renewed; or
- (b) the expiration of the period within which the next AGM after the date it is required to be held pursuant to Section 340(2) of the Companies Act 2016 (“**the Act**”) (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (c) revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting,

whichever is earlier.

AND THAT the Directors of the Company be and are hereby authorised to do all acts, deeds, things and execute all necessary documents as they may consider necessary or expedient in the best interest of the Company with full powers to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted under relevant authorities to give full effect to the Proposed New Shareholders’ Mandate.”

By order of the Board

**LEONG SUE CHING**

Company Secretary

(MAICSA 7040814)/(SSM PC No.: 201908001823)

Kuala Lumpur

14 October 2024

Notes:

1. 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.
2. 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.
3. 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.
4. 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.
5. 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 :-
  - (i) 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.
  - (ii) By electronic form

The form of proxy can be lodged electronically with the Company's Share Registrar via TIIH Online website at <https://tiih.online>. Kindly refer to the Administrative Guide on the procedures for electronic lodgement of proxy form via TIIH Online.
6. 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 Note:**

The proposed Ordinary Resolution, if approved by the shareholders, will authorise the Proposed New Shareholders' Mandate and allow the Company and its subsidiaries to enter into Recurrent Related Party Transactions as set out in Section 2.5 of the Circular to Shareholders dated 14 October 2024, with the related parties in the ordinary course of business which are necessary for the day-to-day operations based on terms which are not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company. This approval shall continue to be in force until the conclusion of the next AGM of the Company at which time it will lapse unless the authority is renewed by a resolution passed at the meeting; or the expiration of the period within which the next AGM after the date it is required to be held pursuant to Section 340(2) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or revoked/varied by resolutions passed by the shareholders of the Company in a general meeting; whichever is earlier. Further information on the Proposed New Shareholders' Mandate is set out in the Circular to Shareholders dated 14 October 2024.



Notes:

1. 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.
2. 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.
3. 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.
4. 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.
5. 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 :-
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The form of proxy can be lodged electronically with the Company's Share Registrar via TIIH Online website at <https://tiah.online>. Kindly refer to the Administrative Guide on the procedures for electronic lodgement of proxy form via TIIH Online.
6. 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.

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AFFIX  
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Share Registrar of  
**ALPHA IVF GROUP BERHAD**  
Registration No. 202101005100 (1405399-X)

**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

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