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Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Fifth Annual General Meeting of Apex Healthcare Berhad ("AHEALTH" or "the Company") will be held at Bunga Teratai, 7th Floor, Renaissance Melaka Hotel, Jalan Bendahara, 75100 Melaka on Wednesday 19 May 2004 at 10.30 a.m.

1. To receive and adopt the Statutory Financial Statements for the financial year ended 31 December 2003 together with the Directors' and Auditors' Reports thereon.

Resolution 1

2. To approve a final tax-exempt dividend of five (5) sen per share for the financial year ended 31 December 2003.

Resolution 2

3. To approve the payment of Directors' fees for the financial year ended 31 December 2003.

Resolution 3

4. To re-elect the following Directors retiring in accordance with Article 89 of the Company's Articles of Association:-

- Leong Khai Cheong

Resolution 4

- Dr Kee Kirk Chin

Resolution 5

- Mohd Ramli Bin Samian

Resolution 6

5. To consider and if thought fit, to pass the following resolution pursuant to Section 129(6) of the Companies Act, 1965:-

"THAT Kee Tah Peng @ Hee Teck Peng, retiring in accordance with Section 129 of the Companies Act, 1965 be and is hereby re-appointed as a Director of the Company and to hold office until the next Annual General Meeting."

Resolution 7

6. To re-appoint Messrs Ernst & Young as the Company's Auditors and to authorise the Directors to fix their remuneration.

Resolution 8

Notice of annual general meeting (continued)

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Special Business

To consider and if thought fit, to pass the following resolutions, with or without modifications, as ordinary resolutions of the Company:-

7. **As Ordinary Resolution**

Authority under Section 132D of the Companies Act, 1965 for the Directors to Issue Shares

"THAT pursuant to Section 132D of the Companies Act, 1965, and subject to the approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered to issue new shares in the Company at any time, at such price, upon such terms and conditions and for such purposes and to such person or persons whomsoever as the Directors may, in their absolute discretion, deem fit, provided that the aggregate number of shares issued pursuant to this resolution in any one financial year does not exceed 10% of the total issued share capital of the Company for the time being AND THAT the Directors be and are also empowered to obtain the approval from the Malaysia Securities Exchange Berhad for the listing of and quotation for the additional shares so issued AND THAT such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company."

Resolution 9

8. **As Ordinary Resolution**

Proposed renewal of shareholders' mandate for recurrent related party transactions of a revenue or trading nature which are in the ordinary course of business

"THAT, subject to the Companies Act, 1965 ("the Act"), the Memorandum and Articles of Association of the Company and the Listing Requirements of the Malaysia Securities Exchange Berhad, approval be and is hereby given to the Company and its subsidiaries to enter into the categories of recurrent transactions of a revenue or trading nature as set out in the Circular to Shareholders dated 26th April 2004 with the related parties mentioned therein which are necessary for the AHEALTH Group's day-to-day operations subject further to the following:-

- (a) the transactions are in the ordinary course of business and are on normal commercial terms which are not more favourable to the related parties than those available to the public and on terms not to the detriment of the minority shareholders;
- (b) the transactions are made on an arm's length basis and on normal commercial terms;

AND THAT such approval shall continue to be in force until:-

- (i) the conclusion of the next Annual General Meeting ("AGM") of the Company following the AGM at which such mandate is passed, at which time it will lapse, unless by a resolution passed at such AGM whereby the authority is renewed;
- (ii) the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 143(1) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Act); or
- (iii) revoked or varied by resolution passed by the shareholders in general meeting,

whichever is the earlier,

AND FURTHER THAT the Directors of the Company be authorised to complete and do all such acts and things as they may consider expedient or necessary to give effect to the shareholders' mandate."

Resolution 10

2003
annual
report

Notice of annual general meeting (continued)

9. To transact any other business of which due notice shall have been given in accordance with the Companies Act, 1965.

NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

NOTICE IS HEREBY GIVEN THAT a final tax-exempt dividend of 5 sen per share for the financial year ended 31 December 2003, if approved, will be paid on 23 June 2004. The entitlement date for the payment is 3 June 2004.

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

- a) Shares transferred into the Depositor's Securities Accounts before 4.00 p.m. on 3 June 2004 in respect of ordinary transfer; and
- b) Shares bought on the Malaysia Securities Exchange Berhad on a cum entitlement basis according to the Rules of the Malaysia Securities Exchange Berhad.

BY ORDER OF THE BOARD

YEOH CHONG KEAT (MIA 2736)
KWONG LIEN WAH (MIA 3422)

Secretaries
Melaka

26 April 2004

Notes:

- (i) A member of the Company who is entitled to attend and vote at this meeting is entitled to appoint a proxy/proxies, and in the case of a corporation, a duly authorised representative to attend and vote in his stead.
- (ii) A proxy may but need not be a member of the Company. Where a member appoints more than one (1) proxy, he shall specify the proportions of his shareholdings to be represented by each proxy.
- (iii) Pursuant to paragraph 7.22 of the Listing Requirements of Malaysia Securities Exchange Berhad, where a member of the Company is an authorized nominee as defined under the Securities Industry (Central Depository) Act 1991, it may appoint at least one (1) proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account. Please indicate the securities account number where applicable.
- (iv) The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing or if the appointor is a corporation, either under its common seal or under the hand of an officer or attorney duly authorised in writing.
- (v) The instrument appointing a proxy must be deposited at the Registered Office of the Company situated at 134/2, Kompleks Perniagaan Munshi Abdullah, Jalan Munshi Abdullah, 75100 Melaka, not less than forty-eight (48) hours before the time set for holding this meeting or at any adjournment thereof.

Notice of annual general meeting (continued)

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EXPLANATORY NOTE UNDER SPECIAL BUSINESS

Resolution 9

This Ordinary Resolution 9 proposed under Agenda 7, if passed, will give the Directors of the Company, from the date of the forthcoming Annual General Meeting, authority to issue and allot ordinary shares from the unissued capital of the Company being for such purposes as the Directors consider would be in the interest of the Company. This authority, unless revoked or varied by the Company in a General Meeting, will expire at the next Annual General Meeting of the Company.

Resolution 10

This Ordinary Resolution 10 proposed under Agenda 8, if passed, will authorise the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature, particulars of which are as set out in the Circular to Shareholders of the Company dated 26 April 2004 despatched together with the Annual Report. This authority, unless revoked or varied by the Company in a General Meeting, will expire at the next Annual General Meeting of the Company.

Statement Accompanying Notice of Annual General Meeting

1 Names of Individuals Who Are Standing for Election or Re-election

The directors standing for re-election in accordance with Article 89 of the Company's Articles of Association are Leong Khai Cheong, Dr. Kee Kirk Chin and Mohd Ramli Bin Samian.

Kee Tah Peng @ Hee Teck Peng is standing for re-appointment under Section 129(6) of the Companies Act, 1965.

2 The Details of Attendance of Directors at Board Meetings

Details of attendance of the above-named directors are as follows:

DIRECTOR	POSITION	Mar	May	Aug	Nov	TOTAL
Kee Tah Peng @ Hee Teck Peng	Non-Executive Chairman	✓	✓	✓	✓	4
Dr. Kee Kirk Chin	Managing Director	✓	✓	✓	✓	4
Mohd Ramli bin Samian	Non-Executive Director	✓	✓	✓	o	3
Leong Khai Cheong	Non-Executive Independent Director, Chairman of Audit Committee	✓	✓	✓	✓	4

6

3 The Place, Date and Hour of the Annual General Meetings

Details of the place, date and hour of the Annual General Meeting held during 2003 are as follows:

DATE	HOUR	PLACE
Wednesday 21st May 2003	10.30 a.m.	Bunga Raya Ballroom I, 7th Floor, Renaissance Melaka Hotel, Jalan Bendahara, 75100 Melaka

An Extraordinary Annual General Meeting was held immediately following the Annual General Meeting.

4 Further Details of Individuals Standing for Re-election as Directors

Details of all directors, including those standing for re-election or re-appointment, will be found on pages 9 to 12. The securities holdings of directors in the Company are listed on page 81.

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Corporate Information

Board of Directors

Mr. Kee Tah Peng @ Hee Teck Peng
Non-Executive Chairman

Dr. Kee Kirk Chin
Group Managing Director

Mr. Robert Dobson Millner

Mr. Ki Tak Sang @ Kee Tak Sang
Executive Director

Mr. Leong Khai Cheong

En. Md. Ali bin Md. Dewal

Mr. Jackson Chevalier Yap-Kit-Siong

Hj. Mohd Ramli bin Samian

Dr. Ahmad Kamal bin Md. Alif

Company Secretaries

Yeoh Chong Keat (MIA 2736)
Kwong Lien Wah (MIA 3422)

Registered Office

134/2, Kompleks Perniagaan Munshi Abdullah
Jalan Munshi Abdullah 75100 Melaka
Tel: 06-2847381
Fax: 06-2832140

Principal Bankers

HSBC Bank Malaysia Berhad
777, Jalan Hang Tuah
75300 Melaka

Malayan Banking Berhad
Menara Maybank 100, Jalan Tun Perak
50050 Kuala Lumpur

OCBC Bank (Malaysia) Berhad
6, Lorong Hang Jebat
75200 Melaka

Auditors

Ernst & Young
Level 23A Menara Melinium
Jalan Damanlela
Pusat Bandar Damansara
50490 Kuala Lumpur

Legal Advisors

Chee Siah Le Kee & Partners
Advocates & Solicitors
105, Taman Melaka Raya
75000 Melaka

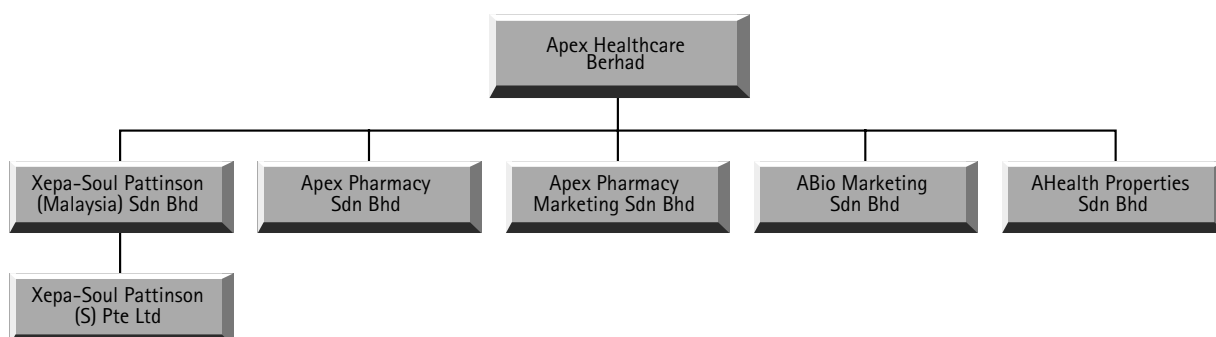
Share Registrars

PFA Registration Services Sdn. Bhd.
Level 13, Uptown 1
No. 1, Jalan SS21/58 Damansara Uptown
47400 Petaling Jaya
Selangor Darul Ehsan
Tel: 03-77254888 Fax: 03-77222311

Stock Exchange Listing

Malaysia Securities Exchange Berhad
(Main Board)
Stock Code: 7090
Stock Name: AHEALTH

Corporate Structure



All wholly owned subsidiaries

Directors' Information

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KEE TAH PENG @ HEE TECK PENG

Non-Executive Chairman

Kee Tah Peng @ Hee Teck Peng, 73, a Singaporean, was appointed to the Board on 15th February 2000 and as Executive Chairman of the Company on 3rd March 2000. He became Non-Executive Chairman of the Company on 1st January 2003. He graduated with a Pharmaceutical Chemist Certificate issued by the Pharmacy Board of New South Wales, Australia from University of Sydney, Australia in 1958. He started his career as a pharmacist with Federal Dispensary, Singapore, a pharmaceutical retailer and wholesaler. In 1962, he left to establish Apex Pharmacy Sdn Bhd and Xepa-Soul Pattinson (Malaysia) Sdn Bhd in Melaka, eventually becoming the Group Managing Director.

He is the father of Dr Kee Kirk Chin and the cousin of Ki Tak Sang. He is deemed to be a substantial shareholder of the Company as he is a substantial shareholder and director of Apex Pharmacy Holdings Sdn Bhd, which holds 39.1% equity in the Company. Save as disclosed above and in the accompanying Circular on the Shareholders' Mandate on Recurrent Related Party Transactions, he does not have any family relationships with any other director and/or major shareholder of the Group, nor any personal interest in any business arrangement involving the Company. He attended all of the four Board Meetings held in the financial year ended 31st December 2003. He has had no convictions for any offences within the past 10 years.

DR KEE KIRK CHIN

Group Managing Director

Dr. Kee Kirk Chin, 42, a Singaporean, was appointed to the Board on 15th February 2000 and as the Managing Director of the Company on 3rd March 2000. He obtained a Bachelor in Arts with Honours in 1985, a M.B.B. Chir. in 1987, a Master of Arts in 1989 from University of Cambridge, UK and a Master of Business Administration ("MBA") with distinction in 1993 from University of Hull, UK. He is a registered Medical Practitioner with the Singapore Medical Council and the General Medical Council, UK. He began his career as a House Officer with National University Hospital, later joining United MediCorp Pte. Ltd as Director of Business Development in 1990, becoming its Chief Executive Officer in 1996. United MediCorp has interests in several healthcare companies in six Asian countries involved in pharmaceuticals, clinical equipment, hospital support services and private hospitals. He is a non-executive director of Raffles Investments Limited and Times Publishing Limited in Singapore.

He is the son of Kee Tah Peng and the nephew of Ki Tak Sang. He is deemed to be a substantial shareholder of the Company as he is a substantial shareholder and Director of Apex Pharmacy Holdings Sdn Bhd, which holds 39.1% equity in the Company. Save as disclosed above and in the accompanying Circular on the Shareholders' Mandate on Recurrent Related Party Transactions, he does not have any family relationships with any other director and/or major shareholder of the Group, nor any personal interest in any business arrangement involving the Company. He attended all of the four Board Meetings held in the financial year ended 31st December 2003. He has had no convictions for any offences within the past 10 years.

Directors' Information (continued)

KI TAK SANG @ KEE TAK SANG

Executive Director

Ki Tak Sang @ Kee Tak Sang, PJK, JP, 60, a Malaysian, was appointed to the Board on 15th February 2000 and as the Executive Director and Financial Controller of the Company on 3rd March 2000. He ceased to be Financial Controller and was appointed Executive Director (Business Development) on 1st October 2003. He is also a member of the Audit Committee. He is a Fellow of the Association of International Accountants, UK since 1984 and started his career with Apex Pharmacy Sdn Bhd as its Financial Controller in 1970, later becoming its Finance Director in 1980. He was also an Accounts Executive in Xepa-Soul Pattinson (Malaysia) Sdn Bhd in 1974, later becoming its Finance Director in 1992. He is also a Non-Executive Director of Polymate Holdings Bhd, a company listed on the Main Board of the Malaysia Securities Exchange Berhad.. He was conferred with a PJK medal in 1996 and the JP in 2001 by the Yang Di Pertua Negeri Melaka.

He is the cousin of Kee Tah Peng and uncle of Dr Kee Kirk Chin. He is a Director of Apex Pharmacy Holdings Sdn Bhd, which holds 39.1% equity in the Company. Save as disclosed above and in the accompanying Circular on the Shareholders' Mandate on Recurrent Related Party Transactions, he does not have any family relationships with any other director and/or major shareholder of the Group, nor any personal interest in any business arrangement involving the Company. He attended all of the four Board Meetings held in the financial year ended 31st December 2003. He has had no convictions for any offences within the past 10 years.

ROBERT DOBSON MILLNER

Non-Executive Director

Robert Dobson Millner, 53, an Australian, was appointed as a Non-Executive Director of the Company on 23rd February 2000 and is currently chairman of the Nomination Committee. He was a farmer and grazier prior to joining the Board of Washington H Soul Pattinson & Co Limited ("WHSP") in 1984, a company listed on the Australian Stock Exchange with principal activities in properties, coal mining, bulk handling, commercial television, manufacturing, wholesaling and retailing of pharmaceutical products, essences, food colours, perfumes and aromatic chemicals, fruit juices and reconstitution and extrusion of polyethylene. He was appointed Deputy Chairman of WHSP in 1997, becoming its Chairman in 1998. He is also the Chairman of Brickworks Limited, Choiseul Investments Limited, Milton Corporation Limited, New Hope Corporation Limited, and Director on the Boards of Australian Pharmaceutical Industries Limited, Pacific Strategic Investments Limited and Soul Pattinson Telecommunication Limited, all of which are companies listed on the Australian Stock Exchange. He is a member of the Institute of Company Directors, New South Wales, Australia and a fellow of the Australian Institute of Directors.

He is a Director of WHSP, which holds 17.2% equity in the Company. He does not have any family relationship with any other director and/or major shareholder of the Group, nor any personal interest in any business arrangement involving the Company. He attended all of the four Board Meetings held in the financial year ended 31st December 2003. He has had no convictions for any offences within the past 10 years.

Directors' Information (continued)

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JACKSON CHEVALIER YAP-KIT-SIONG

Non-Executive Director

Jackson Chevalier Yap-Kit-Siong, 52, a Singaporean, was appointed as a Non-Executive Director of the Company on 15th February 2000. He is currently the Chairman of the Remuneration Committee. He graduated with a Bachelor of Engineering with Honours from University of Auckland, New Zealand in 1974 under a Colombo Plan Scholarship.

He started his career with Shell Eastern Pte. Ltd. in 1977 as a Technologist, later joined Petrochemical Corporation of Singapore in 1984 as the Planning Manager and Vanol F.E. Marketing Pte. Ltd. in 1988 as Trading Manager. He joined Exxon Chemical (Singapore) Pte. Ltd. in 1993 as an Intermediates Manager, becoming Manager in the Planning Department in 1995. Then in 1997, he joined United Engineers Limited ("UEL") as Chief Operating Officer, a company listed on the Singapore Stock Exchange, whose principal activities consist of investment holding, property ownership and development, construction and engineering services, healthcare, information technology and equipment fabrication, becoming its Group Managing Director in 2001.

He is a director of Apex Pharmacy Holdings Sdn Bhd, which holds 39.1% equity in the Company. Save as disclosed above and in the accompanying Circular on the Shareholders' Mandate on Recurrent Related Party Transactions, he does not have any other family relationships with any director and/or major shareholder of the Group, nor any personal interest in any business arrangement involving the Company. He attended three of the four Board Meetings held in the financial year ended 31st December 2003. He has had no convictions for any offences within the past 10 years.

HJ. MOHD RAMLI BIN SAMIAN

Non-Executive Director

Hj. Mohd Ramli bin Samian, 53, a Malaysian, was appointed as a Non-Executive Director of the Company on 25th February 2000 and is currently a member of the Remuneration Committee. He is a member of the Chartered Institute of Management Accountants, United Kingdom, since 1975 and subsequently pursued Post-Graduate studies in Advertising Administration from Watford University, UK in 1976. Upon returning to Malaysia in 1976, he joined Bank Pembangunan holding various positions in the Bank and has been the General Manager of the Infrastructure Banking Sector since 1999.

He does not have any family relationship with any director and/or major shareholder of the Group, nor any personal interest in any business arrangement involving the Company. He attended three of the four Board Meetings held in the financial year ended 31st December 2003. He has had no convictions for any offences within the past 10 years.

LEONG KHAI CHEONG

Independent Non-Executive Director

Leong Khai Cheong, 53, a Malaysian, was appointed as an Independent Non-Executive Director of the Company on 18th February 2000. He is also the Chairman of the Audit Committee and a member of the Nomination Committee. He is a qualified Certified Accountant, a Fellow of the Association of Chartered Certified Accountants, UK, a Certified Public Accountant, Singapore, as well as a registered member of the Malaysian Institute of Accountants. He holds associate membership of the Chartered Institute of Management Accountants and the Institute of Chartered Secretaries and Administrators. He was the General Manager – Finance and Control with George Kent (M) Bhd until he joined Singapore listed United Engineers Limited ("UEL") as its General Manager for Group Finance and Administration from 1988 to 1996. He is currently a director of a private Malaysian company involved in the manufacture and assembly of engineering and other equipment and provision of engineering services for the water industries.

He does not have any family relationship with any director and/or major shareholder of the Group, nor any personal interest in any business arrangement involving the Company. He attended all of the four Board Meetings held in the financial year ended 31st December 2003. He has had no convictions for any offences within the past 10 years.

Directors' Information (continued)

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MD. ALI BIN MD. DEWAL

Senior Independent Non-Executive Director

Md. Ali bin Md. Dewal, 63, a Malaysian, was appointed as an Independent Non-Executive Director of the Company on 29th February 2000. He is also a member of the Audit Committee and the Senior Non-Executive Independent Director. He holds a degree in Master of Business Administration from Tulane University in New Orleans, United States of America. He has wide experience in both industrial and financial sectors, having worked at senior levels in Sime Darby Group Berhad, United Malayan Banking Corporation Berhad and Cahya Mata Sarawak Berhad. He currently sits on the Boards of Perusahaan Otomobil Nasional Berhad, UEM World Berhad, Lotus Group International Limited and several private limited companies.

He does not have any family relationship with any director and/or major shareholder of the Group, nor any personal interest in any business arrangement involving the Company. He attended all of the four Board Meetings held in the financial year ended 31st December 2003. He has had no convictions for any offences within the past 10 years.

DR AHMAD KAMAL BIN MD. ALIF

Independent Non-Executive Director

Dr Ahmad Kamal bin Md Alif, 57, a Malaysian, was appointed as Independent Non-Executive Director of the Company on 23rd May 2001. He is member of the Audit, Remuneration and Nomination Committees. He graduated with a M.B.B.S. in 1972 from the University of Malaya's Faculty of Medicine and trained as a radiologist at the Royal Free Hospital, London under a Colombo Plan scholarship from 1975 to 1978. He is a Fellow of the Royal College of Radiologists (England) and a member of the Academy of Medicine (Malaysia). He was appointed as Assistant Lecturer, Faculty of Medicine UKM, in 1973, eventually becoming Associate Professor and Head of the Department of Radiology UKM in 1978. He was also the Deputy Dean, Faculty of Medicine, UKM, from 1982 – 1983. He left for private practice in 1984 and is currently practising as a Consultant Radiologist with The Southern Hospital, Melaka, of which he was a founding partner.

He does not have any family relationship with any director and/or major shareholder of the Group, nor any personal interest in any business arrangement involving the Company. He attended three of the four Board Meetings held in the financial year ended 31st December 2003. He has had no convictions for any offences within the past 10 years.

PETER RAYMOND ROBINSON

Alternate Director to Robert Dobson Millner

Peter Raymond Robinson, 51, an Australian, was appointed as an Alternate Director to Mr. Robert Dobson Millner of the Company on 2nd April 2001. He graduated with a Bachelor of Commerce from the University of New South Wales, Australia in 1973. He started his career in the wholesales liquor industry before joining WHSP in 1978 as General Manager of its Wholesale division, later becoming General Manager - Pharmacy, responsible for pharmaceutical wholesaling, manufacturing and retailing. In 1993, he was appointed as the Group General Manager and Chief Executive Officer of WHSP. He is Executive Director of WHSP, Chairman of Clover Corporation Limited, Keith Harris & Co Ltd and Australian Pharmaceutical Industries Limited and non-executive director of Soul Pattinson Telecommunications Limited and New Hope Corporation Limited all of which are companies listed on the Australian Stock Exchange.

Peter Robinson is a Director of WHSP, which holds 17.2% equity in the Company. He does not have any family relationship with any other director and/or major shareholder of the Group, nor any personal interest in any business arrangement involving the Company. He attended one of the four Board Meetings held in the financial year ended 31st December 2003. He has had no convictions for any offences within the past 10 years.

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