



ALLIANCE HEALTHCARE GROUP LIMITED

(Incorporated in the Republic of Singapore)

(Company Registration No.: 200608233K)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“**EGM**”) of Alliance Healthcare Group Limited (the “**Company**”) will be convened and held by electronic means on Wednesday, 28 October 2020 at 3.00 p.m. (or immediately after the conclusion of the Company’s annual general meeting to be held at 2.30 p.m. on the same day, by electronic means) for the purpose of considering and, if thought fit, passing with or without any modifications the following resolution:-

All capitalised terms used in this Notice of EGM which are not defined herein shall have the same meanings ascribed to them in the Circular to Shareholders dated 13 October 2020 (the “**Circular**”).

ORDINARY RESOLUTION: PROPOSED ADOPTION OF THE SHARE BUYBACK MANDATE

That:-

- (a) for the purposes of the Catalist Rules and the Companies Act, the Directors be and are hereby authorised to exercise all the powers of the Company to purchase or acquire the issued and fully paid-up Shares of the Company representing not more than ten per cent. (10%) of the total number of issued Shares of the Company at such price(s) as may be determined by the Directors or a committee of Directors that may be constituted for the purposes of effecting purchases or acquisitions of Shares by the Company from time to time, up to the Maximum Price (as defined below), whether by way of:
- (i) an on-market purchase (“**Market Purchase**”), transacted on the SGX-ST through the ready market, and which may be transacted through one or more duly licensed stockbrokers appointed by the Company for the purpose; and/or
 - (ii) an off-market purchase (“**Off-Market Purchase**”), effected otherwise than on the SGX-ST pursuant to an equal access scheme in accordance with Section 76C of the Companies Act,

and otherwise in accordance with all other laws and regulations, including but not limited to, the provisions of the Companies Act and the Catalist Rules as may for the time being be applicable, be and is hereby authorized and approved generally and unconditionally (the “**Share Buyback Mandate**”);

- (b) unless varied or revoked by the Shareholders in a general meeting, purchases or acquisitions of Shares pursuant to the proposed Share Buyback Mandate may be made, at any time and from time to time during the period commencing from the date of the passing of this Resolution and expiring on:
- (i) the date on which the next AGM of the Company is held or required by law to be held; or
 - (ii) the date on which the purchases or acquisitions of Shares by the Company pursuant to the Share Buyback Mandate are carried out to the full extent mandated; or
 - (iii) the date on which the authority conferred by the Share Buyback Mandate is revoked or varied by the Shareholders in a general meeting,

whichever the earliest.

(c) in this Resolution:

“**Maximum Price**”, in relation to a Share to be purchased or acquired, means the purchase price (excluding brokerage, stamp duties, commission, applicable goods and services tax and other related expenses) which shall not exceed:

- (i) in the case of a Market Purchase, one hundred and five per cent. (105%) of the Average Closing Price (as defined below); and
- (ii) in the case of an Off-Market Purchase pursuant to an equal access scheme, one hundred and twenty per cent. (120%) of the Average Closing Price, where:

“**Average Closing Price**” means the average of the closing market prices of the Shares over the last five (5) Market Days, on which transactions in the Shares were recorded, before the day on which the purchase or acquisition of Shares was made, or as the case may be, the day of the making of the offer pursuant to the Off-Market Purchase, and deemed to be adjusted for any corporate action that occurs after the relevant five (5) Market Days period;

“**day of the making of the offer**” means the day on which the Company announces its intention to make an offer for an Off-Market Purchase, stating therein the purchase price (which shall not be more than the Maximum Price for an Off-Market Purchase calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase; and

(d) the Directors and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they and/or he may consider necessary, expedient, incidental or in the interests of the Company to give effect to the transactions contemplated and/or authorised by this Resolution.

BY ORDER OF THE BOARD

Dr. Barry Thng Lip Mong
Executive Chairman and Chief Executive Officer

13 October 2020

Notes:

No Despatch of Circular to Shareholders

A printed copy of the Circular will not be despatched to the Company's Shareholders. **The Circular has been uploaded to the SGXNet on 13 October 2020 and may be accessed via SGXNet, the Company's website at <https://www.alliancehealthcare.com.sg/investor-relations/> and AGM/EGM website at <https://agm.conveneagm.com/alliancehealthcare>.**

Pre-registration for EGM

The extraordinary general meeting (the “EGM”) will be held by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. Alternative arrangements relating to, among others, attendance, submission of questions in advance and/or voting by proxy at the EGM are set out in the Company's announcement dated 13 October 2020 which has been uploaded together with this Notice of EGM on SGXNet on the same day. The announcement and this Notice of EGM may also be accessed at the Company's website at <https://www.alliancehealthcare.com.sg/investor-relations/>.

A shareholder will be able to participate at the EGM by watching the EGM proceeding via a 'live' audio-visual webcast via mobile phones, tablets or computers or listening to the proceeding through a 'live' audio-only livestream. In order to do so, a shareholder must register by sending the following details: their full name (as per CDP/SRS account records), NRIC/passport/company registration no., contact number and email address to investor.relations@alliancehealthcare.com.sg or register at <https://agm.conveneagm.com/alliancehealthcare>, **no later than 10.00 a.m. on 23 October 2020**.

Shareholders who do not receive a confirmation email from the Company by 26 October 2020, but have registered by the pre-registration deadline as stated above, should send an email to the Company at investor.relations@alliancehealthcare.com.sg.

Investors who hold their shares through relevant intermediaries as defined in Section 181 of the Companies Act (other than The Central Provident Fund and Supplementary Retirement Scheme) and who wish to participate in the EGM by (a) observing and/or listening the EGM proceeding through 'live' audio-visual webcast; (b) submitting questions in advance of the EGM; and/or (c) appointing the Chairman of the EGM as proxy to attend, speak and vote on their behalf at the EGM, should approach their respective relevant intermediaries through which they hold such shares at least seven working days before the EGM in order to make the necessary arrangements for them to participate in the EGM.

Submission of Questions prior to EGM

A shareholder who pre-registers to watch the "live" audio-visual webcast or listen to the "live" audio-only stream may also submit questions relating to the resolution to be tabled for approval at the EGM by **10.00 a.m. on 23 October 2020** via email to the Company at investor.relations@alliancehealthcare.com.sg or via <https://agm.conveneagm.com/alliancehealthcare>.

When sending in the questions, please provide full name, identification/registration number and the manner in which the shares of the Company are held for verification purpose, failing which, the submission will be treated as invalid.

The Company's responses to the shareholders' questions will be published at the SGXNet and the Company's website at <https://www.alliancehealthcare.com.sg/investor-relations/>.

Submission of Proxy Form

A shareholder will not be able to attend the EGM in person. If a shareholder wishes to exercise his/her/its voting rights at the EGM, he/she/it shareholder must appoint the Chairman of the EGM (the "Chairman") as his/her/its proxy to attend, speak and vote on his/her/its behalf at the EGM.

If a shareholder wishes to exercise his/her/its voting rights at the EGM, the proxy form appointing the Chairman must be submitted to the Company in the following manner **no later than 3.00 p.m. on 25 October 2020**:

- (a) If submitted electronically, be submitted via email to the Company at investor.relations@alliancehealthcare.com.sg; or
- (b) If submitted via AGM/EGM website, at <https://agm.conveneagm.com/alliancehealthcare>; or
- (c) If in hard copy, be submitted by post/courier/hand to the Company's Share Registrar, Tricor Barbinder Share Registration Services, at 80 Robinson Road, #02-00 Singapore 068898.

The shareholder may download the Proxy Form from SGXNet or the Company's website at <https://www.alliancehealthcare.com.sg/investor-relations/>.

The proxy form must be executed under the hand of the appointer or his or her attorney duly authorised in writing. Where the proxy form is executed by a corporation, it must be executed either under its seal or under the hand of its representative or attorney duly authorised. If the proxy form is executed by an attorney on behalf of the appointer, the letter or power of attorney or a duly certified copy thereof must be deposited together with the proxy form, failing which, the instrument may be treated as invalid.

The Company shall be entitled to reject a proxy form which is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified on the proxy form. In addition, in the case of shares entered in the Depository Register, the Company may reject an instrument of proxy if the shareholder, being the appointer, is not shown to have shares entered against his name in the Depository Register as at seventy-two (72) hours before the time appointed for holding the Meeting, as certified by the Central Depository (Pte) Limited to the Company.

PERSONAL DATA PRIVACY:

Where a shareholder of the Company submits a proxy form appointing Chairman to vote at the EGM and/or any adjournment thereof, the shareholder (i) consents to the collection, use and disclosure of the shareholder's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines and (ii) agrees that the shareholder will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the shareholder's breach of warranty.

This document has been reviewed by the Company's sponsor, CIMB Bank Berhad, Singapore Branch ("Sponsor") in accordance with Rule 226(2)(b) of the Singapore Exchange Securities Trading Limited ("SGX-ST") Listing Manual Section B: Rules of Catalist. This document has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this document, including the correctness of any of the statements or opinions made or reports contained in this document. The contact person for the Sponsor is Ms Tan Cher Ting, Director, Investment Banking, CIMB Bank Berhad, Singapore Branch, at 50 Raffles Place, #09-01 Singapore Land Tower, Singapore 048623, Telephone: +65 6337 5115.