

Notice of Annual General Meeting

Alliance Healthcare Group Limited

(Incorporated in the Republic of Singapore)

(Company Registration No.: 200608233K)

This Notice has been made available on the SGXNet and the Company's website on 13 October 2020. A printed copy of this Notice will not be despatched to Shareholders.

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be convened and held by electronic means on Wednesday, 28 October 2020 at 2.30 p.m. to transact the following business:

ORDINARY BUSINESS

1. To receive and adopt the Directors' Statement and Financial Statements for the financial year ended 30 June 2020 and the Auditor's Report thereon. **(Resolution 1)**
2. To declare a first and final one-tier tax-exempt dividend of SGD0.0034 per ordinary share for the financial year ended 30 June 2020. **(Resolution 2)**
3. To re-elect Dr Barry Thng Lip Mong, who is retiring pursuant to Regulation 97 of the Constitution of the Company, as director of the Company. (See Explanatory Note 1) **(Resolution 3)**
4. To re-elect Dr Leong Peng Kheong Adrian Francis, who is retiring pursuant to Regulation 97 of the Constitution of the Company, as director of the Company. (See Explanatory Note 2) **(Resolution 4)**
5. To approve Directors' fees of S\$150,000 for the financial year ending 30 June 2021. **(Resolution 5)**
6. To re-appoint RSM Chio Lim LLP as auditors of the Company and authorise the Directors to fix their remuneration. **(Resolution 6)**

SPECIAL BUSINESS

To consider and, if thought fit, to pass the following Ordinary Resolution with or without any modifications:

7. **Authority to allot and issue shares and convertible securities** **(Resolution 7)**

That pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore (the "Act") and Rule 806 of the Singapore Exchange Securities Trading Limited ("SGX-ST") Listing Manual Section B: Rules of Catalist ("Catalist Rules") and the Constitution of the Company, authority be and is hereby given to the Directors to:

- (i) issue shares whether by way of rights, bonus or otherwise;
- (ii) make or grant offers, agreements or options (collectively, "Instruments") that might or would require shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into shares, at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit; and

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- (iii) (notwithstanding the authority conferred by this resolution may have ceased to be in force) issue shares in pursuance of any Instruments made or granted by the Directors while this resolution was in force, provided that:
 - (a) the aggregate number of shares (including shares to be issued in pursuance of the Instruments, made or granted pursuant to this resolution) and Instruments to be issued pursuant to this resolution shall not exceed 100% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (b) below), of which the aggregate number of shares to be issued (including shares to be issued pursuant to the Instruments) other than on a pro rata basis to existing shareholders shall not exceed 50% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (b) below);
 - (b) (subject to such calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of shares (including shares to be issued pursuant to the Instruments) that may be issued under sub-paragraph (a) above, the percentage of shares that may be issued shall be based on the total number of issued shares of the Company (excluding treasury shares and subsidiary holdings) at the time of the passing of this resolution, after adjusting for (i) new shares arising from the conversion or exercise of the Instruments or any convertible securities; and (ii) any subsequent bonus issue, consolidation or sub-division of shares;
 - (c) in exercising such authority, the Company shall comply with the provisions of the Catalist Rules for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution for the time being of the Company; and
 - (d) unless revoked or varied by the Company in a general meeting, such authority shall continue in force until (i) the conclusion of the next annual general meeting of the Company; or (ii) the date by which the next annual general meeting of the Company is required by law to be held, whichever is the earlier. (See *Explanatory Note 3*)

BY ORDER OF THE BOARD

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

13 October 2020

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Explanatory Notes:

1. Dr Barry Thng Lip Mong will, upon re-election, remain as Executive Chairman and Chief Executive Officer of the Company. The detailed information of Dr Thng can be found under "Board of Directors" and "Corporate Governance Statement" in the Company's Annual Report 2020.
2. Dr Leong Peng Kheong Adrian Francis will, upon re-election, continue to serve as Chairman of the Remuneration Committee and a member of the Audit and Risk Management Committee and Nominating Committee. He is considered independent for the purpose of Rule 704(7) of the Catalist Rules. Dr. Leong does not have any relationship with the Company, its related companies, its substantial shareholders or its officers that could interfere, or be reasonably perceived to interfere, with the exercise of his independent judgement with a view to the best interests of the Group. The detailed information of Dr Leong can be found under "Board of Directors" and "Corporate Governance Statement" in the Company's Annual Report 2020.
3. Resolution 7, if passed, will empower the directors, from the date of this annual general meeting until the next annual general meeting, to allot and issue new shares and/or convertible securities in the Company including a rights or bonus issue without seeking further approval from shareholders in general meeting for such purposes as the directors consider would be in the best interests of the Company. The maximum number of shares which the directors may issue pursuant to this Resolution shall not exceed the quantum set out in the Resolution 7.

Important Notes:

No Despatch of Annual Report

A printed copy of the Annual Report will not be despatched to the Company's shareholders. **The Annual Report 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 AGM

The annual general meeting (the "AGM") 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 AGM are set out in the Company's announcement dated 13 October 2020 which has been uploaded together with this Notice of AGM on SGXNet on the same day. The announcement and this Notice of AGM 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 AGM by watching the AGM proceeding via a 'live' audio-visual webcast via mobile phones, tablets or computers or listening to the proceeding through a 'live' audio-only stream. 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.

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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 AGM by (a) observing and/or listening the AGM proceeding through “live” audio-visual webcast; (b) submitting questions in advance of the AGM; and/or (c) appointing the Chairman of the AGM as proxy to attend, speak and vote on their behalf at the AGM, should approach their respective relevant intermediaries through which they hold such shares at least seven working days before the AGM in order to make the necessary arrangements for them to participate in the AGM.

Submission of Questions prior to AGM

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 resolutions to be tabled for approval at the AGM by **10.00 a.m. on 23 October 2020** via email to the Company at investor.relations@alliancehealthcare.com.sg or via <https://agm.convенеagm.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 AGM in person. If a shareholder wishes to exercise his/her/its voting rights at the AGM, he/she/it must appoint the Chairman of the AGM (the “**Chairman**”) as his/her/its proxy to attend, speak and vote on his/her/its behalf at the AGM.

If a shareholder wishes to exercise his/her/its voting rights at the AGM, the proxy form appointing the Chairman must be submitted to the Company in the following manner **no later than 2.30 pm 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.convенеagm.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 appointer are not ascertainable from the instructions of the appointer 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.

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Personal Data Privacy

Where a shareholder of the Company submits a proxy form appointing Chairman to vote at the AGM 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 AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines 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.

RECORD DATE AND DIVIDEND PAYMENT DATE FOR FIRST AND FINAL ONE-TIER TAX-EXEMPT DIVIDEND

Subject to approval of shareholders of the Company being obtained for the first and final one-tier tax-exempt dividend of SGD0.0034 per ordinary share (the "**Dividend**") for the financial year ended 30 June 2020 at the Annual General Meeting, the Register of Members and Share Transfer Books of the Company will be closed on 4 November 2020 for the purpose of preparing dividend warrants.

Duly completed registrable transfers of shares received by the Company's Share Registrar, Tricor Barbinder Share Registration Services, at 80 Robinson Road, #02-00, Singapore 068898 up to 5.00 p.m. on 3 November 2020 will be registered to determine shareholders' entitlement to the Dividend. Shareholders whose securities accounts with The Central Depository (Pte) Limited are credited with shares as at 5.00 p.m. on 3 November 2020 will be entitled to the Dividend.

Payment of the Dividend, if approved by Shareholders at the Annual General Meeting of the Company, will be made on 11 November 2020.

*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.*