



CLEARBRIDGE HEALTH LIMITED

(Company Number: 201001436C)
(Incorporated in the Republic of Singapore)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**AGM**”) of Clearbridge Health Limited (the “**Company**”) will be held at 1 Pemimpin Drive, #11-05 One Pemimpin, Singapore 576151 on Monday, 29 April 2024 at 10.00 a.m. (Singapore Time) to transact the following businesses:

Ordinary Business

- To receive and adopt the audited financial statements of the Company for the financial year ended 31 December 2023 (“**FY2023**”), the directors’ statement and the auditor’s report thereon. **(Resolution 1)**
- To approve the payment of directors’ fees of S\$150,000 for the financial year ending 31 December 2024 (“**FY2024**”), payable quarterly in arrears. (See Explanatory Note 1) **(Resolution 2)**
- To re-elect Mr Chen Johnson who is retiring pursuant to Regulation 98 of the Company’s constitution (the “**Constitution**”) as a director of the Company (“**Director**”) and who, being eligible, offers himself for re-election. (See Explanatory Note 2) **(Resolution 3)**
- To re-elect Mr Mah How Soon (Ma Haoshun) who is retiring pursuant to Regulation 98 of the Constitution as a Director and who, being eligible, offers himself for re-election. (See Explanatory Note 3) **(Resolution 4)**
- To re-appoint Messrs CLA Global TS Public Accounting Corporation (“**CLA Global TS**”) as auditors (“**Auditors**”) of the Company and to authorise the Directors to fix their remuneration. **(Resolution 5)**
- To transact any other ordinary business which may be properly transacted at the AGM.

Special Business

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

- Authority to allot and issue shares
“THAT pursuant to Section 161 of the Companies Act 1967 of Singapore (the “**Act**”) and Rule 806 of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) Listing Manual Section B: Rules of Catalyst (“**Catalist Rules**”) and the Constitution, the Directors be and hereby authorised to:
I. (a) allot and issue shares in the capital of the Company (“**Shares**”) whether by way of rights, bonus or otherwise; and/or
(b) 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) options, 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
II. (notwithstanding that 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 to be issued pursuant to this Resolution (including Shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution), shall not exceed 100% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (b) below), of which the aggregate number of Shares to be issued other than on a *pro-rata* basis to the existing shareholders of the Company (“**Shareholders**”) shall not exceed 50% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (b) below);
(b) (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares (including Shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) that may be issued under sub-paragraph (a) above, the percentage of the issued Shares shall be based on the total number of issued Shares (excluding treasury shares and subsidiary holdings) at the time this Resolution is passed, after adjusting for:
(i) new Shares arising from the conversion or exercise of any convertible securities;
(ii) new Shares arising from exercising of share options or vesting of share awards, provided that such share options or share awards were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and
(iii) all subsequent bonus issue, subdivision or subdivision of Shares.
Adjustments in accordance with Rule 806(3)(a) or Rule 806(3)(b) of the Catalist Rules are only to be made in respect of new Shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of the passing of the resolution approving the mandate;
(c) in exercising the authority conferred by this Resolution, 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 all applicable legal requirements under the Act and the Constitution for the time being; and
(d) the authority conferred by this Resolution shall, unless revoked or varied by the Company in a general meeting, continue to be in force until the conclusion of the next AGM or the date by which the next AGM is required by law to be held, whichever is earlier.” **(Resolution 6)**
(See Explanatory Note 4)

- Authority to grant awards and to allot and issue Shares pursuant to the Clearbridge Health Performance Share Plan

“THAT pursuant to Section 161 of the Act, authority be and is hereby given to the Directors to:

- offer and grant awards (“**Awards**”) from time to time in accordance with the provisions of the Clearbridge Health Performance Share Plan (the “**PSP**”); and
II. allot and issue from time to time such number of new Shares as may be required to be issued pursuant to the vesting of Awards granted under the PSP, provided always that the aggregate number of Shares issued and issuable pursuant to the Awards granted under the PSP, when added to (i) the number of Shares issued and issuable and/or transferred or transferable in respect of all Awards granted thereunder; and (ii) all other Shares issued and issuable and/or transferred or transferable in respect of all share options granted or share awards granted under any other share incentive schemes or share plans adopted by the Company, shall not exceed 15% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) from time to time; and that such authority shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next AGM or the date by which the next AGM is required by law to be held, whichever is earlier.” **(Resolution 7)**
(See Explanatory Note 5)

By Order of the Board

Cheok Hui Yee
Company Secretary
Singapore
12 April 2024

EXPLANATORY NOTES:

- Resolution 2 in item 2 above, if passed, will facilitate the payment of Directors’ fees of S\$150,000 for FY2024 on a quarterly basis in arrears. The amount of Directors’ fees is computed based on the anticipated number of board and board committee meetings for FY2024, including the attendance and positions held by all of the non-executive directors of the Company (“**Non-Executive Directors**”) in various board committees, and assuming that all Non-Executive Directors holding office at the conclusion of the AGM will hold office for the full financial year. In the event the amount of Directors’ fees proposed is insufficient, for example in the event of unscheduled board meetings and/or enlarged board sizes, approval will be sought at the next AGM for such additional fees before payments are made to the Directors to meet the shortfall.
- In relation to Resolution 3 in item 3 above, Mr Chen Johnson will, upon re-election as a Director, remain as a non-executive non-independent chairman and a member of the Remuneration Committee.
Detailed information on Mr Chen Johnson can be found under sections entitled “Board of Directors”, “Corporate Governance Report” and “Directors’ Statement” of the Company’s annual report for FY2023 (“**Annual Report 2023**”).
- In relation to Resolution 4 in item 4 above, Mr Mah How Soon (Ma Haoshun) will, upon re-election as a Director, remain as an independent director, chairman of the Nominating Committee and a member of the Audit Committee. The Board considers him to be independent for the purpose of Rule 704(7) of the Catalist Rules.
Detailed information on Mr Mah How Soon (Ma Haoshun) can be found under sections entitled “Board of Directors”, “Corporate Governance Report” and “Directors’ Statement” of the Annual Report 2023.
- The Resolution 6 in item 7 above, if passed, will empower the Directors to allot and issue Shares, make or grant Instruments and to issue Shares pursuant to such Instruments, without seeking any further approval from Shareholders but within the limitations imposed by this Resolution, for such purposes as the Directors may consider would be in the best interests of the Company, from the date of the AGM until the conclusion of the next AGM, or the date by which the next AGM is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is earlier. The aggregate number of Shares (including Shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) to be allotted and issued is not to exceed 100% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) at the time of passing of this Resolution (subject to the adjustments stipulated in item 7(II)(b) above), of which the aggregate number of Shares issued other than on a *pro-rata* basis to all Shareholders is not to exceed 50% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) at the time of the passing of this Resolution (subject to the adjustments stipulated in item 7(II)(b) above).
- The Resolution 7 in item 8 above, if passed, will empower the Directors to offer and grant Awards under the PSP, and to allot and issue Shares pursuant to the vesting of Awards granted under the PSP, provided that the aggregate number of Shares issued and issuable pursuant to the PSP, when added to (i) the number of Shares issued and issuable and/or transferred or transferable in respect of all Awards granted thereunder; and (ii) all other Shares issued and issuable and/or transferred or transferable in respect of all share options granted or share awards granted under any other share incentive schemes or share plans adopted by the Company, shall not exceed 15% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) from time to time.

NOTES:

- The AGM is being convened and will be held, in a wholly physical format, at 1 Pemimpin Drive, #11-05 One Pemimpin, Singapore 576151 on Monday, 29 April 2024 at 10.00 a.m. (Singapore Time). Shareholders (including investors who hold shares through Supplementary Retirement Scheme (“**SRS**”), and (where applicable) duly appointed proxies and representatives will be able to ask questions and vote at the AGM by attending the AGM in person. **There will be no option for Shareholders to participate virtually.**
- A member who is not a relevant intermediary (as defined in Section 181 of the Act) (“**Relevant Intermediary**”) is entitled to appoint not more than two (2) proxies to attend, speak and vote at the AGM. Where such member’s form of proxy appoints more than one (1) proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy.
- A member who is a Relevant Intermediary is entitled to appoint more than two (2) proxies to attend, speak and vote at the AGM, but each proxy must be appointed to exercise the rights attached to a different Share or Shares held by such member. Where more than two (2) proxies are appointed, the number and class of Shares in relation to which each proxy has been appointed shall be specified in the form of proxy.
- A proxy need not be a member of the Company.
- SRS investors may:
(a) attend, speak and vote at the AGM in person if they are appointed as proxies by their SRS Operators, and should contact their SRS Operators if they have queries regarding their appointment as proxies; or
(b) appoint the Chairman of the AGM as proxy to vote on their behalf at the AGM, in which case, they should approach their SRS Operators to submit their voting instruction by **5.00 p.m. (Singapore Time) on 17 April 2024**, being seven (7) working days before the AGM and the SRS Operators will submit the proxy form on their behalf.
- Investors who hold shares through Relevant Intermediaries (other than SRS investors) (the “**Investors**”) who wish to attend, speak and vote at the AGM should approach their relevant intermediaries as soon as possible to specify their voting instructions or make necessary arrangement to be appointed as proxy.
- The instrument appointing a proxy or proxies (the “**proxy form**”) must be executed under the hand of the appointor or of his attorney duly authorised in writing. Where the proxy form is executed by a corporation, it must be executed either under its common seal (or by the signatures of authorised persons in the manner as set out under the Act as an alternative to sealing) or under the hand of an attorney or an officer of the corporation duly authorised. Where the proxy form is signed on behalf of the appointor by an attorney, the power of attorney (or other authority) or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the proxy form, failing which, the proxy form may be treated invalid.
- The proxy form must be submitted to the Company in the following manner:
(a) if submitted by post, must be deposited at the registered office of the Company at 37 Jalan Pemimpin, #08-05 Mapex, Singapore 577177; or
(b) if submitted electronically, be submitted via email to the Company’s Polling Agent at ProxyFormSubmission@clearbridgehealth.com, in either case, no later than **26 April 2024 at 10.00 a.m. (Singapore Time)**, being not less than seventy-two (72) hours before the time appointed for holding the AGM.
Completion and return of the proxy form by a member will not prevent him from attending, speaking and voting at the AGM if he so wishes. In such event, the relevant proxy form will be deemed to be revoked and the Company reserves the right to refuse to admit any person or persons appointed under the proxy form to the AGM.
- A depositor shall not be regarded as a member of the Company entitled to attend and vote at the AGM unless his/her name appears on the Depository Register not less than seventy-two (72) hours before the time of the AGM.
- The proxy form is not valid for use by Investors (including SRS investors) and shall be ineffective for all intents and purposes if used or purported to be used by them. Investors (including SRS investors) should instead contact their relevant intermediary as soon as possible to specify their voting instructions.
- Members and SRS investors may submit questions related to the resolutions to be tabled for approval at the AGM in advance of the AGM by **5.00 p.m. (Singapore Time) on 19 April 2024**, in the following manner:
(a) by email to the Company at ShareholderQueries@clearbridgehealth.com; or
(b) by post to the Company at 37 Jalan Pemimpin, #08-05 Mapex, Singapore 577177.
Members and SRS investors who submit questions via email or by post must provide their full name, identification number, contact number, email address, the number of shares held and the manner in which the shares are held (e.g., via CDP or SRS) for authentication.
Investors (other than SRS investors) will not be able to submit questions relating to the business of the AGM via the above methods set out above. Instead, they should approach their Relevant Intermediaries as soon as possible in order for the Relevant Intermediaries to make the necessary arrangements for them to submit questions in advance of the AGM.
- The Company will endeavour to address all substantial and relevant questions submitted prior to the AGM by the cut-off date and time by publishing the responses to such questions on the Company’s corporate website and on SGX’s website by **23 April 2024**. Any subsequent clarifications sought, or follow-up questions, or substantial and relevant questions received after the cut-off date and time will be consolidated and addressed at the AGM. Where substantially similar questions are received, the Company will consolidate such questions and consequently, not all questions may be individually addressed.
- In line with the Company’s sustainability drive, the Company will not be despatching printed copies of the Annual Report 2023, which have been published on the Company’s corporate website and SGX’s website. Printed copies of this Notice of AGM, the proxy form and the form to request (“**Request Form**”) for a physical copy of the Annual Report 2023 will be despatched to the member at his registered address appearing in the Register of Members or (as the case may be) the Depositor Register.
- The Annual Report 2023, this Notice of AGM, the proxy form and the Request Form have been published on the Company’s corporate website at the URL <https://clearbridgehealth.com/about-us/corporate-information/investor-relations/#annual-reports> and SGX’s website at the URL <https://www.sgx.com/securities/company-announcements>. Members may request for printed copies of the Annual Report 2023 by completing and submitting the Request Form sent to them by post, or otherwise made available on the Company’s corporate website and the SGX’s website, and return it to the Company by mail using the envelope enclosed, or email to ShareholderQueries@clearbridgehealth.com no later than 19 April 2024.
- The Company will, within one month after the date of the AGM, publish the minutes of the AGM on SGX’s website and the Company’s corporate website, and the minutes will include the responses to substantial and relevant questions which are addressed during the AGM, if any.

Personal data privacy:

By (a) submitting a proxy form appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof; or (b) submitting any questions prior to, or at, the AGM, a member of the Company (i) consents to the collection, use and disclosure of the member’s personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of proxy(ies) and/or representative(s) appointed for the AGM (including any adjournment thereof), addressing substantial and relevant questions from members received prior to, or at, the AGM, the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the “**Purposes**”); (ii) warrants that where the member discloses the personal data of the member’s proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes; and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member’s breach of warranty.

This notice has been prepared by the Company and its contents have been reviewed by the Company’s sponsor, ZICO Capital Pte. Ltd. (the “**Sponsor**”), in accordance with Rule 226(2)(b) of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) Listing Manual Section B: Rules of Catalyst.

This notice has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this notice, including the correctness of any of the statements or opinions made or reports contained in this notice.

The contact person for the Sponsor is Ms Goh Mei Xian, Director, ZICO Capital Pte. Ltd. at 77 Robinson Road, #06-03 Robinson 77, Singapore 068896, telephone: (65) 6636 4201.