

# NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting (“AGM”) of the Company will be held at Brani Room, Level 3, 131 Rifle Range Road, Singapore 588406 on Thursday, 25 July 2024 at 3.00 p.m. to transact the following businesses:

## AS ORDINARY BUSINESS

1. To lay before the meeting the Audited Financial Statements for the financial year ended 31 March 2024 and the Directors’ Statement and the Independent Auditors’ Report thereon.  
*(See Explanatory Note 1)*
2. To declare a final dividend (tax-exempt one-tier) of S\$0.0084 per ordinary share for the financial year ended 31 March 2024. (FY2023: S\$0.0103 per ordinary share) **(Resolution 1)**
3. To approve the payment of Directors’ fees of S\$85,000 for the financial year ended 31 March 2024 (FY2023: S\$85,000). **(Resolution 2)**
4. To re-elect the following Directors who are retiring in accordance with the provisions of the Company’s Constitution:
  - (a) Ms. Jessie Low Mui Choo (pursuant to Regulation 98) **(Resolution 3)**  
*(See Explanatory Note 2)*
  - (b) Mr. Venkata Subramanian s/o Sreenivasan (pursuant to Regulation 98) **(Resolution 4)**  
*(See Explanatory Note 3)*
5. To re-appoint Messrs. Forvis Mazars LLP (formerly known as Mazars LLP) as auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 5)**
6. To transact any other ordinary business which may properly be transacted at an AGM.

## AS SPECIAL BUSINESS

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

7. Authority to allot and issue ordinary shares
  - (a) “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 Catalist (“Catalist Rules”), authority be and is hereby given to the Directors of the Company at any time to such persons and upon such terms and for such purposes as the Directors of the Company may in their absolute discretion deem fit, to:
    - (i) allot and issue shares in the capital of the Company whether by way of rights, bonus or otherwise; and/or

- (ii) make or grant offers, agreements or options (collectively, “Instruments”) that might or would require shares to be issued or other transferable rights to subscribe for or purchase shares including but not limited to the creation and issue of 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 of the Company may in their absolute discretion deem fit; and

- (iii) issue additional Instruments arising from adjustments made to the number of Instruments previously issued in the event of rights, bonus or capitalisation issues; and

- (b) (notwithstanding the authority conferred by the Shareholders may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the Directors while the authority was in force, provided always that

- (1) the aggregate number of shares to be issued pursuant to this resolution (including shares to be issued in pursuance of Instruments made or granted pursuant to this resolution) does not exceed one hundred percent (100%) of the total number of issued shares excluding treasury shares and subsidiary holdings of the Company, of which the aggregate number of shares (including shares to be issued in pursuance of Instruments made or granted pursuant to this resolution) to be issued other than on a *pro rata* basis to Shareholders of the Company does not exceed fifty percent (50%) of the total number of issued shares excluding treasury shares and subsidiary holdings of the Company, and (subject to such manner of calculation as may be prescribed by the SGX-ST for the purpose of determining the aggregate number of shares that may be issued under this paragraph) for the purpose of this resolution, the issued share capital shall be the Company’s 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 convertible securities, or

- (ii) new shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time this resolution is passed provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules, and

- (iii) any subsequent bonus issue, consolidation or subdivision of the Company’s shares;

Adjustments in accordance with sub-paragraph 7(b)(1)(ii) or sub-paragraph 7(b)(1)(iii) above 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 this Resolution;

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(2) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Catalyst Rules for the time being in force (unless such compliance has been waived by the SGX-ST), all applicable legal requirements under the Act and the Constitution for the time being of the Company; and

(3) such authority shall, unless revoked or varied by the Company at a general meeting, continue in force (i) until the conclusion of the next AGM or the date by which the next AGM of the Company is required by law to be held, whichever is the earlier or (ii) in the case of shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution, until the issuance of such shares in accordance with the terms of the Instruments.”

(Resolution 6)

(See Explanatory Note 4)

8. Authority to offer and grant share awards and to allot and issue shares pursuant to the Medinex Limited Performance Share Plan (the “**Medinex Performance Share Plan**”)

“That:

- (a) authority be and is hereby given to the Directors of the Company to offer and grant share awards in accordance with the Medinex Performance Share Plan; and
- (b) approval be and is hereby given to the Directors of the Company to exercise full powers of the Company to allot and issue from time to time such number of shares as may be required to be allotted and issued pursuant to the award of shares under the Medinex Performance Share Plan,

provided that the aggregate number of shares to be issued pursuant to the Medinex Employee Share Option Scheme and the Medinex Performance Share Plan shall not exceed fifteen percent (15%) of the total number of issued shares excluding treasury shares and subsidiary holdings in the capital of the Company from time to time.” (Resolution 7)

(See Explanatory Note 5)

9. Authority to offer and grant options and to allot and issue shares pursuant to the Medinex Limited Employee Share Option Scheme (the “**Medinex Employee Share Option Scheme**”)

“That:

- (a) authority be and is hereby given to the Directors of the Company to offer and grant options in accordance with the provisions of the Medinex Employee Share Option Scheme; and
- (b) approval be and is hereby given to the Directors of the Company to exercise full powers of the Company to allot and issue from time to time such number of shares in the Company as may be required to be issued pursuant to the exercise of the options under the Medinex Employee Share Option Scheme,

provided that the aggregate number of shares to be issued pursuant to the Medinex Employee Share Option Scheme and the Medinex Performance Share Plan shall not exceed fifteen percent (15%) of the total number of issued shares excluding treasury shares and subsidiary holdings in the capital of the Company from time to time.” (Resolution 8)

(See Explanatory Note 5)

10. The Proposed Renewal of the Share Buy-Back Mandate

“That:

(a) for the purposes of the Catalyst Rules and the Act, the Directors of the Company be and are hereby authorised to exercise all the powers of the Company to purchase or acquire its issued and fully paid-up shares not exceeding in aggregate the Maximum Limit (as defined below), 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) a market purchase (“**Market Purchase**”), transacted on the SGX-ST through the ready market, and which may be transacted through one or more duly licensed stock brokers 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 Act,

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

(b) unless varied or revoked by the Shareholders in a general meeting, purchases or acquisitions of shares pursuant to the Share Buy-Back 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 the earliest of:

- (i) the conclusion of the next AGM or the date on which the next AGM of the Company is held or required by law to be held;
- (ii) the date on which the purchases or acquisitions of shares by the Company pursuant to the Share Buy-Back Mandate are carried out to the full extent mandated; or
- (iii) the date on which the authority conferred by the Share Buy-Back Mandate is revoked or varied by the Shareholders in a general meeting,

(the “**Relevant Period**”)

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(c) in this Resolution:

“**Maximum Limit**” means that number of shares of the Company representing not more than ten per cent (10%) of the total number of issued shares of the Company (excluding treasury shares and subsidiary holdings) as at the date of the passing of this Resolution, unless the Company has effected a reduction of the share capital of the Company with the applicable provisions of the Act at any time during the Relevant Period, in which event the total number of issued Shares shall be taken to be the total number of issued shares of the Company as altered (excluding any treasury shares that may be held by the Company from time to time and subsidiary holdings);

“**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 of the Company 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 during the relevant five (5) Market Days period and the day on which the purchases are made;

“**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

“**Market Day**” means a day on which the SGX-ST is open for trading in securities; 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.”
- (Resolution 9)**

*(See Explanatory Note 6)*

By Order of the Board

Lin Moi Heyang  
Company Secretary

10 July 2024

## Explanatory Notes:

1. This Agenda is meant for discussion only as under the provisions of Section 201 of the Act, the Audited Financial Statements need to be laid before the meeting and hence, the matter will not be put forward for voting.
  2. Ms. Jessie Low Mui Choo will, upon re-election as a Director of the Company, remain as the Executive Director and Chief Executive Officer of the Company.
  3. Mr. Venkata Subramanian s/o Sreenivasan will, upon re-election as a Director of the Company, remain as the Independent Non-executive Director, Chairman of the Nominating Committee, and a member of Audit Committee and Remuneration Committee of the Company. The Board of Directors of the Company considers Mr. Venkata Subramanian s/o Sreenivasan to be independent for the purpose of Rule 704(7) of the Catalist Rules.
- Detailed information of the retiring Directors as required pursuant to Rule 720(5) of the Catalist Rules can be found at the Disclosure of information on Directors seeking re-election section of the Annual Report.**
4. The ordinary resolution 6 above is to authorise the Directors of the Company from the date of the above Meeting until the next AGM to issue shares and convertible securities in the Company up to an amount not exceeding in aggregate one hundred percent (100%) of the issued share capital of the Company of which the total number of shares and convertible securities issued other than on a pro-rata basis to existing Shareholders shall not exceed fifty percent (50%) of the issued share capital (excluding treasury shares and subsidiary holdings) at the time the resolution is passed, for such purposes as they consider would be in the interests of the Company. This authority will, unless revoked or varied at a general meeting, expire at the next AGM of the Company.
  5. The ordinary resolutions 7 and 8 above are to authorise the Directors of the Company to offer and award shares pursuant to the Medinex Performance Share Plan as well as grant options under the Medinex Employee Share Option Scheme, provided that the aggregate number of shares to be issued shall not exceed fifteen percent (15%) of the Company's issued shares, excluding treasury shares in the capital of the Company from time to time.
  6. The ordinary resolution 9 is to authorise the Directors of the Company from the date of the above AGM until the date of the next AGM, or the date by which the next AGM of the Company is required by law to be held, or the date on which the share buybacks are carried out to the full extent mandated, or the date on which such authority is revoked or varied by the Shareholders in a general meeting, whichever is the earliest, to purchase up to ten per cent (10%) of the total number of issued shares in the capital of the Company (excluding treasury shares and subsidiary holdings). Please refer to the Appendix to this Annual Report for details.

## Documents for the AGM

1. The Notice of AGM, Proxy Form and Annual Report have been made available on the SGXNET as well as the Company's websites at the following URLs:-

SGX's website: <https://www.sgx.com/securities/company-announcements>

Company's website: <http://www.medinex.com.sg/investor-relations/>

Please note that only printed copies of this notice of AGM, proxy form and request form (on how to request for a copy of the annual report) will be despatched to Shareholders as the Company had opted for electronic dissemination.

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## Submission of questions prior to the AGM

2. Members may submit questions relating to the resolutions to be tabled for approval at the AGM in advance of the AGM. Such questions must be submitted by **6.00 p.m.** on **Wednesday, 17 July 2024**, being seven (7) calendar days from the publication of this notice of AGM in the following manner:
  - a) if submitted in hard copy by post, be deposited at the Company's office at 111 North Bridge Road, #23-04 Peninsula Plaza, Singapore 179098; or
  - b) if submitted electronically, by email to [ir@medinex.com.sg](mailto:ir@medinex.com.sg).

Members who submit questions must provide the following information for authentication:-

1. Member's full name;
2. Member's identification / registration number;
3. Member's address; and
4. the manner in which the member holds shares in the Company (e.g., via CDP, CPF, SRS and/or scrip),

failing which the Company shall be entitled to regard the submission as invalid and not respond to the questions submitted.

All questions submitted in advance of the AGM must be received by the Company by the time and date stated above to be treated as valid.

3. The Company shall only address relevant and substantial questions (as may be determined by the Company in its sole discretion) received from members prior to the AGM via SGXNET and on its corporate website no later than 48 hours prior to the deadline for submission of the proxy form. Any relevant and substantial questions received after **6.00 p.m.** on **17 July 2024** shall be addressed at the AGM.
4. The Company will, within one month after the date of the AGM, publish the minutes of the AGM on SGXNET and the Company's website.

## Voting by Proxy

5. (a) A member who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote at the AGM. Where such member's instrument appointing a proxy(ies) appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the instrument.
- (b) A member who is a relevant intermediary is entitled to appoint more than two 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 such member's instrument appointing a proxy(ies) appoints more than two proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the instrument.

"**Relevant intermediary**" has the meaning given to it in Section 181 of the Act.

6. A proxy need not be a member of the Company.
7. The instrument appointing a proxy(ies) of the AGM must be submitted in the following manner:
  - (a) if submitted in hard copy by post, be lodged at the office of the Company's Share Registrar at 9 Raffles Place, #26-01 Republic Plaza 1, Singapore 048619; or
  - (b) if submitted electronically, by sending a scanned pdf copy by email to [sg.is.proxy@sg.tricorglobal.com](mailto:sg.is.proxy@sg.tricorglobal.com),

in either case, by **3.00 p.m.** on **22 July 2024** (being at least 72 hours before the time appointed for holding the AGM) (the "**Proxy Deadlines**").

A member who wishes to submit an instrument of proxy can do so via post or email and must first download, print, complete and sign the proxy form, before either submitting it by post to the address provided above, or by scanning and sending it to the email address provided above. Instruments of proxy submitted by post are sent at the member's own risk. **All instruments of proxy must be received by the Company by the time and date stated above to be treated as valid.**

In appointing the Chairman of the AGM as proxy, Shareholders should specifically indicate in the proxy form how they wish to vote for or vote against (or abstain from voting on) the resolution set out in the notice of AGM, failing which the appointment of the Chairman of the AGM as proxy for that resolution will be able to vote at his discretion.

8. For investors who hold shares through relevant intermediaries (as defined in Section 181 of the Act), including Central Provident Fund Investment Schemes ("**CPF Investors**") and/or Supplementary Retirement Scheme ("**SRS Investors**") should approach their respective CPF Agent Banks or SRS Operators to submit their votes at least 7 working days before the AGM. CPF/SRS Investors should contact their respective CPF Agent Banks or SRS Operators for any queries they may have with regard to the appointment of proxy for the AGM.
9. The Company shall be entitled to reject the instrument appointing a proxy or proxies if it is incomplete, improperly completed or illegible, or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument.

## Personal data privacy:

"**Personal data**" in this notice has the meaning ascribed to it pursuant to the Personal Data Protection Act 2012 of Singapore, which includes your name, address and NRIC/Passport number. By submitting an instrument appointing a proxy(ies) to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company (a) 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) appointed for the AGM (including any adjournment thereof) and 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, take-over rules, regulations and/ or guidelines (the "**Purposes**"); (b) warrants that where the member discloses the personal data of the member's proxy(ies) to the Company (or its agents or service providers) the member has obtained the prior consent of such proxy(ies) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies) for the Purposes; and (c) 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 of AGM has been prepared by the Company and reviewed by the Company's sponsor, Novus Corporate Finance Pte. Ltd. (the "**Sponsor**") in compliance with Rule 226(2)(b) of the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") Listing Manual Section B: Rules of Catalyst.*

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

*The contact person for the Sponsor is Mr. Pong Chen Yih, Chief Operating Officer, at 7 Temasek Boulevard, #04-02 Suntec Tower 1, Singapore 038987, telephone (65) 6950 2188.*