

# NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting (“**AGM**”) of **HealthBank Holdings Limited** (the “**Company**”) will be held at 181 Orchard Road, #10-01, Singapore 238896 on Friday, 26 April 2024 at 2:30 p.m., for the following purposes:

## AS ORDINARY BUSINESS

1. To receive and adopt the Directors’ Statement and the Audited Financial Statements for the financial year ended 31 December 2023 together with the Independent Auditor’s Report thereon. **(Resolution 1)**
2. To approve the payment of Directors’ fees of up to S\$62,000 for the financial year ending 31 December 2024, to be paid half-yearly in arrears (2023: S\$62,000). **(Resolution 2)**
3. To re-elect Mr. Peng Fei George, who is retiring pursuant to Regulation 107 of the Company’s Constitution, as a Director. **(Resolution 3)**  
*(see explanatory note A)*
4. To re-elect Mr. Gan Fong Jek, who is retiring pursuant to Regulation 117 of the Company’s Constitution, as a Director. **(Resolution 4)**  
*(see explanatory note B)*
5. To re-appoint CLA Global TS Public Accounting Corporation as independent auditor of the Company and to authorise the Directors to fix their remuneration. **(Resolution 5)**

## AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolutions (with or without amendments) as Ordinary Resolutions:

6. That pursuant to Section 161 of the Companies Act 1967 (the “**Companies Act**”) and Rule 806 of Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) (“**Catalist Rules**”), the Directors be authorised and empowered to:  
**(Resolution 6)**
  - (a) (i) allot and issue shares in the capital of the Company (“**Shares**”) 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, including but not limited to the creation and issue of (as well as adjustments to) options, warrants, debentures or other instruments convertible into Shares,

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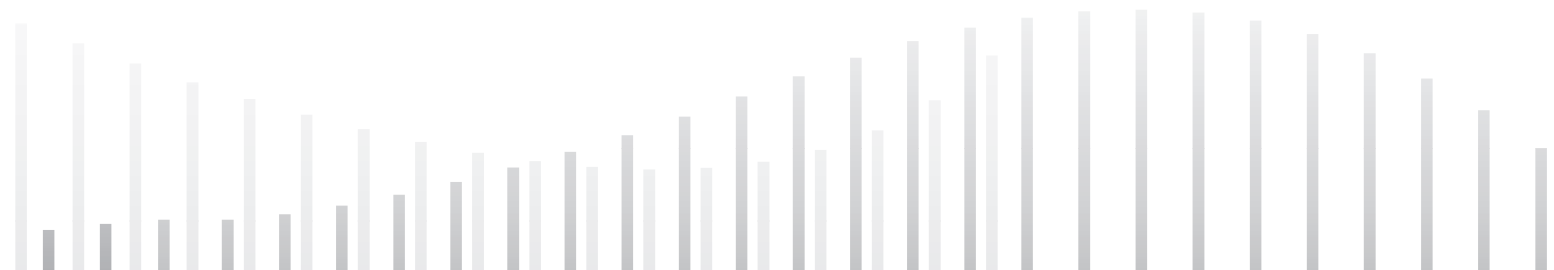
at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit; and

- (b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue Shares in pursuance of any Instrument made or granted by the Directors while this Resolution was in force,

provided that:

- (1) the aggregate number of Shares (including Shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) to be issued 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 (2) below), of which the aggregate number of Shares and Instruments to be issued other than on a pro rata basis to shareholders of the Company shall not exceed 50% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (2) below);
- (2) (subject to such calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (1) above, the percentage of the total issued Shares (excluding treasury shares and subsidiary holdings) shall be based on the total number of issued Shares (excluding treasury shares and subsidiary holdings) at the time of the passing of this Resolution, after adjusting for:
  - (a) new Shares arising from the conversion or exercise of any convertible securities;
  - (b) new Shares arising from the exercise of share options or vesting of share awards, provided that the share options or share awards (as the case may be) were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and
  - (c) any subsequent bonus issue, consolidation or subdivision of Shares.

Adjustments for (a) and (b) 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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- (3) 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), all applicable legal requirements under the Companies Act and the Constitution of the Company for the time being; and
- (4) unless revoked or varied by the Company in a general meeting, such authority conferred by this Resolution shall continue in force until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is earlier.

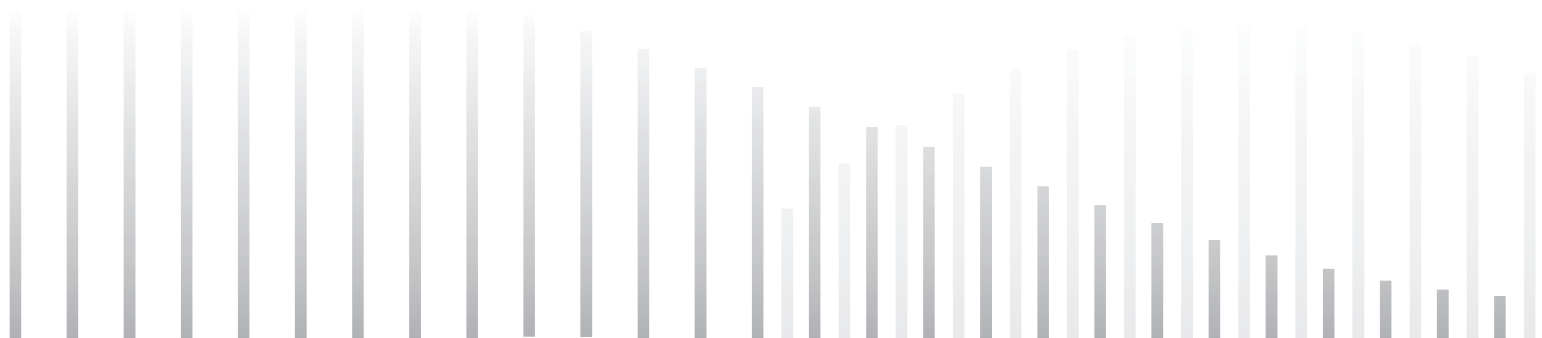
*(see explanatory note C)*

7. To transact any other business that may be properly transacted at an AGM.

### BY ORDER OF THE BOARD

Peng Fei George  
Executive Director and CEO

11 April 2024  
Singapore



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## Explanatory Notes:

- A. Mr. Peng Fei George will, if re-elected as a Director, remain as an Executive Director of the Company. Detailed information on Mr. Peng Fei George can be found under the sections entitled "Board of Directors" and "Additional Information on Directors Seeking Re-election" of the Company's Annual Report for FY2023.
- B. Mr. Gan Fong Jek will, if re-elected as a Director, remain as an Independent Non-Executive Director of the Company, the Chairman of the Nominating Committee of the Company, and a member of each of the Audit Committee and the Remuneration Committee of the Company. Detailed information on Mr. Gan Fong Jek can be found under the sections entitled "Board of Directors" and "Additional Information on Directors Seeking Re-election" of the Company's Annual Report for FY2023.
- C. The Ordinary Resolution 6 proposed in item 6 above, if passed, will empower the Directors of the Company, effective until the conclusion of the next AGM of the Company, or the date by which the next AGM of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is earlier, to issue Shares, make or grant Instruments convertible into Shares and to issue Shares pursuant to such Instruments, up to a number not exceeding, in total, 100% of the total number of issued Shares (excluding treasury shares and subsidiary holdings), of which up to 50% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) may be issued other than on a pro rata basis to shareholders of the Company.

## Notes:

1. Printed copies of this Notice and the accompanying Annual Report for FY2023 and proxy form will be physically despatched to members of the Company ("**Members**"). In addition, these documents will be made available on SGXNet at the URL <https://www.sgx.com/securities/company-announcements>.
2. Members may not attend the AGM virtually. Members may only attend the AGM at the physical venue stated above, being 181 Orchard Road, #10-01, Singapore 238896. Members attending the AGM must bring along their NRIC or passport to enable the Company to verify their identity. The Company reserves the right to refuse admittance to the AGM if the attendee's identity cannot be verified accurately.
3. **Investors Holding Shares through Relevant Intermediaries**

Investors who hold shares through relevant intermediaries as defined in Section 181(6) of the Companies Act and who wish to participate in the AGM must approach their respective agents so that the necessary arrangements can be made by the relevant agents for their participation in the AGM or the appointment of the Chairman (or other person(s)) to act as their proxy.

Investors who hold shares under the Supplementary Retirement Scheme ("**SRS Investors**") and who wish to vote but are unable to attend the AGM should note that they must in any event approach their SRS Operators to appoint the **Chairman of the AGM (and not third-party proxy(ies))** to act as their proxy, and to submit their votes **by 5:00 p.m. on 16 April 2024** (being at least seven (7) working days before the date of AGM). SRS Investors who elect to vote by proxy will be precluded from attending the AGM.

**SRS Investors may attend and cast their votes at the AGM personally only if they are appointed by their SRS Operator as proxy.**

Please refer to Note 5 for more information on the submission of proxy forms.

4. **Members' Queries**

Members will be able to speak and ask questions during the AGM. To ensure that sufficient time and attention may be accorded to each question, Members are encouraged to submit questions relating to the resolutions to be tabled for approval at the AGM in advance of the AGM. Members are encouraged to submit questions promptly for them to be addressed.

Members submitting their questions for a response by the Company in advance of the AGM must submit their questions **no later than 5:00 p.m. on 18 April 2024 ("Cut-off Time")** to the Company:

- (a) **in hard copy by post** to the registered office of the Company at 15 Scotts, 15 Scotts Road, #04-08, Suite 22, Singapore 228218; or
- (b) **via email** to [healthbank123@gmail.com](mailto:healthbank123@gmail.com).

For verification purposes, when submitting any questions by post or via email, Members **MUST** provide the Company with their particulars (comprising full name (for individuals)/company name (for corporates), email address, contact number, NRIC/passport number/company registration number, shareholding type and number of shares held).

The responses to substantial and relevant questions from Members in relation to the resolutions to be tabled at the AGM will be posted on the SGXNet as soon as possible and in any case, no later than **2:30 p.m. on 22 April 2024** (being 48 hours before the closing date and time for the lodgement of proxy forms). Any subsequent clarifications sought by Members after the Cut-off Time will be addressed at the AGM, or within another reasonable timeframe. The minutes of the AGM will be published on the SGXNet within one (1) month after the date of the AGM.

Investors who hold shares through relevant intermediaries as defined in Section 181(6) of the Companies Act, including SRS Investors, can also submit their questions in relation to any resolution set out in the Notice of AGM in the above manner.

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## 5. Voting at the AGM, including Proxy Voting

A Member (including a relevant intermediary and whether individual or corporate) who wishes to exercise his/her/its voting rights at the AGM must exercise his/her/its voting rights in one of the following manners:

- (a) a Member entitled to attend and vote at the AGM and who is not a relevant intermediary may appoint not more than two (2) proxies to attend and vote in his/her/its stead;
- (b) a Member entitled to attend and vote at the AGM and who is a relevant intermediary may appoint more than two (2) proxies provided that each proxy is appointed to exercise the rights attached to different shares held by such member; or
- (c) by personally attending and voting at the AGM.

Where the Member opts to appoint one or more proxies in the manner as set out at Note 5(a) or 5(b) above, the instrument appointing the proxy must be submitted to the Company in the following manner:

- (i) if **by post**, to the registered office of the Company, at 15 Scotts, 15 Scotts Road, #04-08, Suite 22, Singapore 228218; or
- (ii) if sent **by email**, to [healthbank123@gmail.com](mailto:healthbank123@gmail.com).

in any case, not less than 48 hours before the time for holding the AGM and at any adjournment thereof, i.e., the Member's proxy form must be received by the Company **no later than 2:30 p.m. on 24 April 2024**. **Members are strongly encouraged to submit completed proxy forms electronically via email.**

The instrument appointing the proxy must be signed by the appointor or his/her/its attorney duly authorised in writing. Where the instrument appointing a proxy is executed by a corporation, it must be executed either under its common seal or under the hand of any officer or attorney duly authorised.

In the case of shares entered in the Depository Register, a Depositor's name must appear on the Depository Register maintained by The Central Depository (Pte) Limited as at 72 hours before the time fixed for holding the AGM in order for the Depositor to be entitled to appoint the proxy.

The Company shall be entitled to reject any instrument appointing a proxy if it is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument (such as in the case where the appointor submits more than one instrument appointing a proxy). In addition, where the instrument appointing a proxy is signed on behalf of the appointor by an attorney, the power of attorney or a notarially certified copy thereof (failing previous registration with the Company) must be lodged with the instrument of proxy, failing which the instrument of proxy may be treated as invalid.

### Personal Data Privacy:

"**Personal data**" in this notice of AGM has the same meaning as "personal data" in the Personal Data Protection Act 2012, which includes, *inter alia*, the Member's name and its proxy's and/or representative's name, address and NRIC/Passport number. By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend and vote at the AGM and/or any adjournment thereof, 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 proxies and representatives 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, 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.

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*This Notice has been reviewed by the Company's sponsor, SAC Capital Private Limited (the "**Sponsor**"). 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 Lee Khai Yinn (+65 6232 3210) at 1 Robinson Road #21-00 AIA Tower, Singapore 048542.*