SINGAPORE PAINCARE HOLDINGS LIMITED

(Company Registration No. 201843233N)
(Incorporated in the Republic of Singapore)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting ("**Meeting**") of **SINGAPORE PAINCARE HOLDINGS LIMITED** ("the **Company**") will be held by way of electronic means (via live audio-visual webcast or live audio-only steam) on Friday, 15 October 2021 at 4.00 p.m. to transact the following businesses:

AS ORDINARY BUSINESS

1. To receive and adopt the Directors' Statement and the Audited Financial Statements of the Company for the financial year ended 30 June 2021 together with the Independent Auditors' Report thereon. **(Resolution 1)**

2. To declare a final dividend (tax-exempt one-tier) of $0.0075 per ordinary share for the financial year ended 30 June 2021 (FY2020: $0.007 per ordinary share). **(Resolution 2)**

3. To approve the payment of Directors' Fees of S$71,250 for the financial year ended 30 June 2021 (FY2020: $2,722). **(Resolution 3)**

4. To re-elect the following Directors of the Company retiring in accordance with the Constitution of the Company:

Dr. Loh Foo Keong Jeffrey	(Regulation 97)	**(Resolution 4)**
Mr. Chong Weng Hoe	(Regulation 97)	**(Resolution 5)**
Dr. Lim Kah Meng	(Regulation 103)	**(Resolution 6)**

(See Explanatory Note (i))

5. To re-appoint Messrs BDO LLP as the Independent Auditor of the Company and to authorise the Directors to fix their remuneration. **(Resolution 7)**

6. To transact any other ordinary business which may properly be transacted at a Meeting.

AS SPECIAL BUSINESS

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

7. **Authority to allot and issue shares**

   (a) 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**"), the Directors of the Company be authorised and empowered to:

      (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,

   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

   (b) (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 of the Company while this Resolution was in force,

provided that:

(1) 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 one hundred per centum (100%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of shares to be issued other than on a pro rata basis to existing shareholders of the Company shall not exceed fifty per centum (50%) of the total number of issued shares (excluding treasury shares and subsidiary holdings, if any) in the capital of the Company (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 number of issued Shares in the capital of the Company (excluding treasury shares and subsidiary holdings, if any) shall be calculated based on the total number of issued Shares in the capital of the Company (excluding treasury shares and subsidiary holdings, if any) at the time of the passing of this Resolution, after adjusting for:

   (a) new Shares arising from the conversion or exercise of the Instruments or any convertible securities outstanding at the time of passing of this Resolution;

   (b) (where applicable) new Shares arising from the exercise of share options or vesting of share awards outstanding or subsisting at the time of passing this Resolution, provided that such share options or share awards (as the case may be) were granted in compliance with the Catalist Rules; and

   (c) any subsequent bonus issue, consolidation or subdivision of Shares;

(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 Act and the Constitution of the Company; and

(4) unless revoked or varied by the Company in a general meeting, such authority shall continue to be in force until the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required by law to be held, whichever is earlier.

(See Explanatory Note (ii)) **(Resolution 8)**

8. **Authority to offer and grant options and to allot and issue shares pursuant to the SPCH Employee Share Option Scheme (the "Share Option Scheme")**

That pursuant to Section 161 of the Act, authority be and is hereby given to the Directors of the Company to allot and issue from time to time such number of Shares as may be required to be issued pursuant to the exercise of options under the Share Option Scheme provided always that the aggregate number of new shares to be allotted and issued pursuant to the Share Option Scheme, SPCH Performance Share Plan, and all options granted under any other share option, share incentive, performance share or restricted share plan implemented by the Company shall not exceed fifteen per centum (15%) of the total number of issued shares in the capital of the Company (excluding treasury shares and subsidiary holdings, if any) on the day immediately preceding the date of offer of the employee share options.

(See Explanatory Note (iii)) **(Resolution 9)**

9. **Authority to allot and issue shares under the SPCH Performance Share Plan**

That pursuant to Section 161 of the Act, the Directors of the Company be authorised and empowered to offer and grant awards in accordance with the provisions of the SPCH Performance Share Plan and to allot and issue from time to time, such number of shares in the capital of the Company as may be required to be allotted and issued pursuant to the vesting of awards under the SPCH Performance Share Plan, provided always that the aggregate number of shares issued and issuable pursuant to vesting of awards granted under the SPCH Performance Share Plan, when added to (i) the number of shares issued and issuable in respect of all awards granted or awarded thereunder; and (ii) all shares issued and issuable in respect of all options granted or awards granted under the Share Option Scheme, all options granted under any other share option, share incentive, performance share or restricted share plan implemented by the Company for the time being in force, shall not exceed fifteen per centum (15%) of the total number of issued shares in the capital of the Company (excluding treasury shares and subsidiary holdings, if any) on the day preceding the relevant date of the award.
(See Explanatory Note (iii)) **(Resolution 10)**

By Order of the Board

Wong Yoen Har
Company Secretary

30 September 2021

Explanatory Notes:

(i) Dr. Loh Foo Keong Jeffrey will, upon re-election as Director of the Company, remain as Executive Director and Chief Operating Officer of the Company.

Mr. Chong Weng Hoe will, upon re-election as Director of the Company, remain as Chairman of the Remuneration Committee and a member of the Audit Committee and Nominating Committee. The Board considers Mr. Chong to be independent for the purpose of Rule 704(7) of the Catalist Rules.

Dr. Lim Kah Meng will, upon re-election as Director of the Company, remain as Independent Non-Executive Director. The Board considers Dr. Lim to be independent for the purpose of Rule 704(7) of the Catalist Rules.

Key information on the retiring directors can be found on pages 121 to 127 of the Annual Report.

(ii) The Ordinary Resolution 8 , if passed, will empower the Directors of the Company, effective until the conclusion of the next annual general meeting of the Company, or the date by which the next annual general meeting 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 the 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 in the capital of the Company (excluding treasury shares and subsidiary holdings, if any), of which up to 50% may be issued other than on a pro-rata basis to shareholders.

For determining the aggregate number of shares that may be issued, the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) will be calculated based on the total number of issued Shares in the capital of the Company (excluding treasury shares and subsidiary holdings) at the time this Ordinary Resolution is passed after adjusting for new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time when this Ordinary Resolution is passed and any subsequent bonus issue, consolidation or subdivision of Shares.

(iii) The Ordinary Resolutions 9 and 10, if passed, will empower the Directors to grant options under the Share Option Scheme as well as to offer and award shares pursuant to the SPCH Performance Share Plan, provided that the aggregate number of shares to be issued shall not exceed fifteen per centum (15%) of the total number of issued shares in capital of the Company (excluding treasury shares and subsidiary holdings, if any) from time to time.

IMPORTANT

The following documents can be accessed at www.sgpaincareholdings.com/investor-relations or on the SGX website at the URL https://www.sgx.com/securities/company-announcements:

- **Annual Report for the financial year ended 30 June 2021**
- **Proxy Form**

Notes:

(1) The Annual General Meeting (the "**Meeting**") is being convened, and will be held, by way of 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.

(2) **Due to the current COVID-19 restriction orders in Singapore, a member will not be able to attend the Meeting in person**. Alternative arrangements relating to, among others, attendance at the Meeting via electronic means (including arrangements by which the meeting can be electronically accessed via live audio-visual webcast or live audio-only stream), submission of questions in advance of the Meeting, addressing of substantial and relevant questions at or prior to the Meeting and voting by appointing the Chairman of the Meeting as proxy at the Meeting have been put in place. A quorum shall be formed by 2 members of the company being present.

(3) Shareholders who wish to watch the live webcast or listen to the live audio feed must pre-register at https://bit.ly/singaporepaincareAGM2021 by **4.00 p.m. on 12 October 2021** (the "**Registration Deadline**") to enable the Company to authenticate the Shareholders' status.

Authenticated Shareholders will receive an email confirmation by **12.00 p.m. on 14 October 2021** which contains instructions to access the live webcast or live audio feed. Authenticated Shareholders must not forward the email to other persons who are not shareholders and who are not entitled to participate in the Meeting proceedings. Authenticated Shareholders who have registered by the Registration Deadline but do not receive an email by **12.00 p.m. on 14 October 2021** should contact the Company by email at AGM.TeamE@boardroomlimited.com or call the general telephone number at +65 6536 5355 during Monday to Friday between 9:00 a.m. to 5:00 p.m. for assistance. The Company advises all shareholders to register as early as possible.

Investors who hold their Shares through relevant intermediaries as defined in Section 181 of the Act (including Supplementary Retirement Scheme ("**SRS**") investors), should approach their respective relevant intermediaries (including SRS operators) to pre-register for the Meeting via live webcast or live audio.

(4) Shareholders may also submit questions related to resolutions to be tabled at the Meeting in the following manner:

(a) if submitted by post, to the Company's office at 101 Cecil Street #10-01 Tong Eng Building, Singapore 069533; or

(b) if submitted electronically, be submitted via email to AGM.TeamE@boardroomlimited.com.

All questions for the Meeting must be submitted by **4.00 p.m. on 11 October 2021**.

Please note that Shareholders will not be able to ask questions during the live webcast and the live audio feed. It is therefore important for Shareholders to pre-register their participation and submit their questions early.

The Board of Directors of the Company will endeavour to address all substantial and relevant questions received from Shareholders prior to the Meeting by publishing the responses to those questions on SGXNET at URL https://www.sgx.com/securities/company-announcements and the Company's website at URL https://www.sgpaincareholdings.com/investor-relations. Where substantial relevant questions submitted by Shareholders are unable to be addressed prior to the Meeting, the Company will address them during the Meeting through the live webcast and live audio feed.

The Company shall only address relevant and substantial questions (as may be determined by the Company in its sole discretion) received. The Company will publish the minutes of the Meeting on SGXNET and the Company's website within one month from the date of the Meeting.

(5) **A member (whether individual or corporate) must appoint the Chairman of the Meeting as his/her/its proxy to attend, speak and vote on his/her/its behalf at the Meeting if such member wishes to exercise his/her/its voting rights at the Meeting.**

In appointing the Chairman of the Meeting as proxy, a member of the Company (whether individual or corporate) must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the form of proxy, failing which the appointment of the Chairman of the Meeting as proxy for that resolution will be treated as invalid.

For SRS investors who have used their SRS monies to buy Shares in the Company, the proxy form is not valid for use and shall be ineffective for all intents and purposes if used or purported to be used by them. SRS investors should contact their respective SRS Operators if they have any queries regarding appointing the Chairman of the Meeting as proxy and to submit their voting instructions no later than **4.00 p.m. on 5 October 2021**, in order to allow sufficient time for their respective SRS Operators to in turn submit a proxy form to appoint the Chairman of the Meeting to vote on their behalf by **4.00 p.m. on 12 October 2021**.

(6) The Chairman of the Meeting, as proxy, need not be a member of the Company.

(7) The instrument appointing the Chairman of the Meeting as proxy must be submitted to the Company in the following manner:

(a) if submitted by post, be lodged with the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 50 Raffles Place, #32-01 Singapore Land Tower Singapore 048623; or

(b) if submitted electronically, be submitted via email to AGM.TeamE@boardroomlimited.com.

in either case, by **4.00 p.m. on 12 October 2021 (being at least 72 hours before the time for holding the Meeting)**.

A member who wishes to submit a Proxy Form must first download, complete and sign the Proxy Form, before submitting it by post to the address provided above, or by scanning and sending it by email to the email address provided above.

In view of the current COVID-19 situation and the related safe distancing measures which may make it difficult for members to submit completed Proxy Forms by post, members are strongly encouraged to submit completed proxy forms electronically via email to AGM.TeamE@boardroomlimited.com.

(8) The instrument appointing the Chairman of the Meeting as proxy must be under the hand of the appointor or his/her attorney duly authorised in writing. Where the instrument appointing the Chairman of the Meeting as proxy is executed by a corporation, it must be executed either under its common seal or under the hand of an officer or attorney duly authorised. Where the instrument appointing the Chairman of the Meeting as proxy is executed by an attorney on behalf of the appointor, the letter or power of attorney or a duly certified copy thereof must be lodged with the instrument.

(9) The Company shall be entitled to reject the instrument appointing the Chairman of the Meeting as 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 appointing the Chairman of the Meeting as proxy.

PERSONAL DATA PRIVACY:

By submitting an instrument appointing a Chairman of the Meeting to attend, speak and vote at the Meeting 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 the appointment of the Chairman of the Meeting as proxy for the Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting (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; and

(ii) 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.