

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (“**AGM**”) of the shareholders of Camsing Healthcare Limited (“**Company**”) will be held by way of electronic means (via LIVE WEBCAST and AUDIO ONLY MEANS) at 10.00 a.m. on 31 December 2021 to transact the following business:

This Notice along with its accompanying Proxy Form has been made available on SGXNet which may be accessed at the URL: <http://www.sgx.com/securities/company-announcements>. **A printed copy of this Notice and the accompanying Proxy Form will NOT be despatched to Shareholders.**

AS ORDINARY BUSINESS

1. To receive and, if approved, adopt the Audited Accounts for the financial year ended 31 January 2019 together with the Directors’ Report and Auditors’ Report thereon. **(Resolution 1)**
2. To approve the payment of Directors’ fees to Independent Directors of up to S\$62,028 for the financial year ended 31 January 2019. *[See Explanatory Notes (i)]* **(Resolution 2)**
3. To approve the payment of Directors’ fees to Independent Directors of up to S\$82,581 for the financial year ended 31 January 2020. *[See Explanatory Notes (ii)]* **(Resolution 3)**
4. To approve the payment of Directors’ fees to Independent Directors of up to S\$96,000 for the financial year ended 31 January 2021. *[See Explanatory Notes (iii)]* **(Resolution 4)**
5. To approve the payment of Directors’ fees to Independent Directors of up to S\$118,000 for the financial year ending 31 January 2022. *[See Explanatory Notes (iv)]* **(Resolution 5)**
6. To approve the payment of Directors’ fees to Independent Directors of up to S\$240,000 for the financial year ending 31 January 2023, to be paid quarterly in advance. *[See Explanatory Notes (v)]* **(Resolution 6)**
7. To re-elect Ms. Liu Hui who is retiring under Articles 90 and 91 of the Constitution, as Director of the Company. *[See Explanatory Notes (vi)]* **(Resolution 7)**
8. To re-elect Mr. Yeo Choon Tat who is retiring under Article 96 of the Constitution, as Director of the Company. *[See Explanatory Notes (vii)]* **(Resolution 8)**
9. To re-appoint Messrs. Crowe Horwath First Trust LLP as Auditors and to authorise the Directors to fix their remuneration. **(Resolution 9)**
10. To transact any other ordinary business which may be properly transacted at an annual general meeting.

AS SPECIAL BUSINESS

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

11. **General Mandate to allot and issue new shares in the capital of the Company**

That pursuant to Section 161 of the Companies Act, Cap. 50 and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited (“SGX-ST”), the Directors of the Company be authorised and empowered to:

- (a) (i) issue shares in the Company (“shares”) whether by way of rights, bonus or otherwise; and/or

NOTICE OF ANNUAL GENERAL MEETING

- (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 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 (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 one hundred per centum (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 (2) below), of which the aggregate number of shares to be issued other than on a pro rata basis to shareholders of the Company shall not exceed twenty per centum (20%) 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 (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 total number of issued shares (excluding treasury shares and subsidiary holdings) shall be based on the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company 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 exercising share options or vesting of share awards which are outstanding or subsisting at the time of the passing of this Resolution, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Listing Manual of the SGX-ST; 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 Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution of the Company; and
- (4) unless revoked or varied by the Company in a general meeting, such authority shall continue 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 Notes (viii)]

(Resolution 10)

By Order of the Board

Lim Kok Meng
Company Secretary

16 December 2021

NOTICE OF ANNUAL GENERAL MEETING

Explanatory Notes:

- (i) The Company proposes to pay the former Independent Directors (comprising Messrs Ong Wei Jin, Maurice Tan Huck Liang and Lau Chin Hock Kenneth Raphael) who had held office during the financial year ended 31 January 2019 an aggregate sum of S\$62,028, as Directors' fees for the financial year ended 31 January 2019.

Basis: As the former Independent Directors had already been paid an aggregate sum of S\$62,028 in advance of the forthcoming AGM, the Company is now seeking its Shareholders' approval of the same.

- (ii) The Company proposes to pay the former Independent Directors (comprising Messrs Tay Chiew Sheng, Lim Heng Huat and Patel Anand Rameshchandra) who had held office during the financial year ended 31 January 2020 an aggregate sum of S\$82,581 as Directors' fees for the financial year ended 31 January 2020.

Basis: The sum of S\$82,581 was estimated based on the actual monthly payments made by the former management to these former Independent Directors. The incumbent management and Directors are making this proposal in good faith as there is no other documentary evidence or records supporting the amount of Director's fees attributable to each of these former Independent Directors.

Of the proposed sum of S\$82,581, the former Independent Directors had been paid a total sum of S\$58,581 in advance of the forthcoming AGM. Hence, the Company is now seeking its Shareholders' approval of the full sum of S\$82,581.

- (iii) The Company proposes to pay the former Independent Directors (comprising Messrs Tay Chiew Sheng, Lim Heng Huat and Patel Anand Rameshchandra) who had held office during the financial year ended 31 January 2021 an aggregate sum of S\$96,000 as Directors' fees for the financial year ended 31 January 2021.

Basis: The amount of proposed Directors' fees is estimated on the same basis as that for the financial year ended 31 January 2020 for the same batch of Independent Directors.

- (iv) The Company proposes to pay the former Independent Directors (comprising (a) Messrs Tay Chiew Sheng, Lim Heng Huat and Patel Anand Rameshchandra, each of whom had held office until March 2021; and (b) Tan Chade Phang and Koh Boon Chiao, each of whom had held office between March to September 2021), the incumbent Independent Director (comprising Mr. Yeo Choon Tat) and such other Independent Director(s) who will be holding office during the financial year ending 31 January 2022 an aggregate sum of S\$118,000.

Basis:

- (1) *The proposed Directors' fees of the three former Independent Directors (comprising Messrs Tay Chiew Sheng, Lim Heng Huat and Patel Anand Rameshchandra) is estimated on the same basis as that for the financial years ended 31 January 2020 and 2021 for the same batch of Independent Directors;*
- (2) *The proposed Directors' fees for the two former Independent Directors (comprising Messrs Tan Chade Phang and Koh Boon Chiao) is estimated having regard to their experience, credentials, level of responsibilities and contributions to the Company during the tenure of their office ;*
- (3) *The proposed Directors' fees for Messrs Yeo Choon Tat and such other Independent Directors are estimated having regard to their experience, credentials, level of responsibilities and contributions to the Company. The Company has proposed the appointment of two additional Independent Directors for approval by the Singapore Exchange Regulation. Upon approval by Singapore Exchange Regulation of the proposed appointments, the Board will comprise three Independent Directors.*

- (v) The Company proposes to pay the Independent Directors (comprising Messrs Yeo Choon Tat and such other Independent Director(s) who may be appointed) who will be holding office during the financial year ending 31 January 2023 an aggregate sum of S\$240,000, as Directors' fees for the financial year ended 31 January 2023, to be paid to each Independent Director quarterly in advance.

Basis:

- (1) *The amount of proposed Directors' fees for the financial year ending 31 January 2023 is estimated on the basis that the Board will comprise three Independent Directors on or around the beginning of the financial year ending 31 January 2023 and that extensive involvement of the Independent Directors are expected for the financial year ending 31 January 2023.*
- (2) *The Company has proposed the appointment of two additional Independent Directors for approval by the Singapore Exchange Regulation. Upon approval by Singapore Exchange Regulation of the proposed appointments, the Board will comprise three Independent Directors.*

- (vi) Ms. Liu Hui will, upon re-election as a Director of the Company pursuant to Ordinary Resolution 7 in item 7 above, remain as the Executive Director of the Company.

NOTICE OF ANNUAL GENERAL MEETING

- (vii) Mr. Yeo Choon Tat will, upon re-election as a Director of the Company pursuant to Ordinary Resolution 8 in item 8 above, remain as Chairman of the Audit Committee, the Nominating Committee and the Remuneration Committee. He will be considered independent for the purpose of Rule 704(8) of the Listing Manual of the SGX-ST.
- (viii) Ordinary Resolution 10 in item 11 above, 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 (excluding treasury shares and subsidiary holdings) in the capital of the Company, of which up to 20% may be issued other than on a pro-rata basis to shareholders.

On 16 March 2021, SGX Regco announced an update to its news release issued on 8 April 2020 which allows Mainboard issuers to seek or renew a general mandate for an issue of shares and convertible securities of up to an aggregate of 100% of its issued shares (excluding treasury shares and subsidiary holdings), versus up to 50% previously (the “Enhanced Share Issue Limit”). In accordance with the updated announcement, the Enhanced Share Issue Limit will expire at the conclusion of the next annual general meeting or on the date by which the next annual general meeting is required by law or the Listing Manual of SGX-ST to be held, whichever is earlier and by which date any shares issued pursuant to the Enhanced Share Issue Limit must be listed, and no further shares may be issued under this limit.

The Company is proposing to avail itself to the Enhanced Share Issue Limit and accordingly is seeking shareholders’ approval for the same at the AGM. The Board of Directors is of the view that it would be in the interests of the Company and its shareholders to do so in the event that circumstances evolve before the next annual general meeting for the financial year ending 31 January 2022 amid the Covid-19 situation to such an extent that a 50% limit for pro rata issue of shares is not sufficient to meet the Company’s needs. Under such circumstances, fund raising efforts would be unnecessarily hampered and compromised in view of the time needed to obtain shareholders’ approval for the issue of shares above the 50% threshold.

For determining the aggregate number of shares that may be issued, the total number of issued shares (excluding treasury shares and subsidiary holdings) will be calculated based on the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company 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 provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Listing Manual of the SGX- ST, and any subsequent bonus issue, consolidation or subdivision of shares.

Notes:

1. The AGM is being convened, and 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.
2. Due to the current COVID-19 restriction orders in Singapore, members will not be able to attend the AGM in person. Members will be able to watch the proceedings of the AGM through a “live” webcast via their mobile phones, tablets or computers or listen to these proceedings through a “live” audio feed via telephone. In order to do so, members who wish to watch the “live” webcast or listen to the “live” audio feed must pre-register by 10.00 am on 28 December 2021 at the pre-registration website at the URL: <https://globalmeeting.bigbangdesign.co/camsing2021agm/>. Following authentication of their status as members, authenticated members will receive email instructions on how to access the webcast and audio feed of the proceedings of the AGM by 3.00 pm on 29 December 2021. Members who do not receive an email by 3.00 pm on 29 December 2021, but have registered by 10.00 am on 28 December 2021 should contact the Company’s webcast vendor via email at webcast@bigbangdesign.co.

Persons holding shares through relevant intermediaries who wish to participate in the AGM via webcast should contact their relevant intermediaries through which they hold such shares as soon as possible in order for the necessary arrangements to be made for their participation in the AGM.

3. Members who pre-register to watch the “live” webcast or listen to the “live” audio feed may also submit questions relating to the resolution to be tabled for approval at the AGM during the pre-registration process for the AGM. Please note that members will not be able to ask questions at the AGM “live” during the webcast and the audio feed.

All questions must be submitted by 10.00 a.m. on 28 December 2021.

The Company will address substantial questions relevant to the resolution to be tabled for approval at the AGM as received from Shareholders either before or during the AGM. The Company will, within one month after the date of the AGM, publish the minutes of the AGM on SGXNet.

4. A member will not be able to attend the AGM in person. Members (whether individuals or corporates) who wish to exercise their voting rights at the AGM must appoint the Chairman of the AGM as their proxy to attend, speak and vote on their behalf at the AGM. In appointing the Chairman of the AGM as proxy, members (whether individuals or corporates) must give specific instructions as to voting, or abstentions from voting, in the form of proxy, failing which the appointment will be treated as invalid.

NOTICE OF ANNUAL GENERAL MEETING

5. The Chairman of the AGM, as proxy, need not be a member of the Company.
6. The instrument appointing the Chairman of the AGM as proxy must:
 - (a) if sent personally or by post, be received at the registered office of the Company at 24 Raffles Place, #20-03 Clifford Centre, Singapore 048621; or
 - (b) if submitted by email, be received by the Company, by email at enquiry.camsing@naturesfarm.com,in either case no later than 10.00 am on 29 December 2021, and in default the instrument of proxy shall not be treated as valid. A member who wishes to submit an instrument of proxy must first download, complete and sign the proxy form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.
7. The Annual Report has been made available on SGXNet and may be accessed at <https://www.sgx.com/securities/company-announcements>.
8. The instrument appointing the Chairman of the AGM as proxy must be signed by the appointor or his attorney duly authorised in writing. Where the instrument appointing the Chairman of the AGM as proxy is executed by a corporation, it must be either under its common seal or signed on its behalf by a duly authorised officer or attorney.
9. Where an instrument appointing the Chairman of the AGM as proxy 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 attached to the instrument of proxy, failing which the instrument may be treated as invalid.
10. The Company shall be entitled to reject the instrument appointing the Chairman of the AGM 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 AGM as proxy (such as in the case where the appointor submits more than one instrument of proxy).
11. In the case of shares entered in the Depository Register, the Company may reject an instrument of proxy if the member, being the appointor, is not shown to have shares entered against his/her/its name in the Depository Register as at 72 hours before the time appointed for holding the meeting, as certified by The Central Depository (Pte) Limited to the Company.

Important Reminders

Due to the constantly evolving COVID-19 situation, the Company may be required to change its AGM arrangements at short notice. Members are advised to regularly check the announcements released on SGXNet for updates on the AGM. Further, in view of the current COVID-19 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.

Personal data privacy:

By (a) submitting an instrument appointing the Chairman of the AGM as proxy to attend, speak and vote at the AGM and/or any adjournment thereof, (b) completing the pre-registration in accordance with this Notice, or (c) submitting any question prior to the AGM in accordance with this Notice, a member of the Company consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the following purposes:

- (i) processing, administration and analysis by the Company (or its agents or service providers) of proxy forms appointing the Chairman of the AGM as proxy for the AGM (including any adjournment thereof);
- (ii) processing of the pre-registration for purposes of granting access to members to the "live" webcast or "live" audio feed of the AGM proceedings and providing them with any technical assistance where necessary;
- (iii) addressing substantial and relevant questions from members received before the AGM and if necessary, following up with the relevant members in relation to such questions;
- (iv) preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the AGM (including any adjournment thereof); and
- (v) enabling the Company (or its agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines.