



INTERNATIONAL HEALTHWAY CORPORATION LIMITED

(Incorporated in the Republic of Singapore)

(Company Registration No. 201304341E)

(In receivership over charged shares in certain subsidiaries)

NOTICE OF EXTRAORDINARY GENERAL MEETING

All capitalised terms used in this Notice which are not defined herein shall, unless the context otherwise requires, have the same meaning ascribed to them in the circular to Shareholders dated 29 June 2017.

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of the Company will be held at Mandarin Orchard Singapore, Imperial Ballroom, Level 35, Orchard Wing, 333 Orchard Road, Singapore 238867 on Friday, 14 July 2017 at 3.00 p.m. (or as soon thereafter following the conclusion or adjournment of the Annual General Meeting of the Company to be held at 2:30 p.m. on the same day and at the same place), for the purpose of considering and, if thought fit, passing with or without modifications, the following ordinary resolutions:

ORDINARY RESOLUTION 1

THE AMENDED TIHPL LOAN AS AN INTERESTED PERSON TRANSACTION

That:

- (a) approval be and is hereby given for the Company to obtain the Amended TIHPL Loan from TIHPL with the Amended TIHPL Loan Interest Rate applying to a maximum loan amount of S\$130 million, which constitutes an interested person transaction under the Catalyst Rules; and
- (b) the Directors of the Company and each of them be and are hereby authorised to complete and to do all acts and things (including, without limitation, executing all such documents as may be required) as they or he may consider necessary or expedient for the purposes of or in connection with and to give effect to this resolution.

Notes to Ordinary Resolution 1:

- (i) Pursuant to Rule 919 of the Catalyst Rules, OUE, OUEI, TIHPL and/or their associates will abstain from exercising any voting rights in relation to Ordinary Resolution 1.
- (ii) Shareholders should note that under the terms of the TIHPL Loan, the loan amount may be increased to such higher amount as TIHPL may agree to. However, for purposes of the Proposals, Shareholders' approval is being sought for the Amended TIHPL Loan Interest Rate to apply to a maximum loan amount of S\$130 million in respect of the Amended TIHPL Loan.

ORDINARY RESOLUTION 2

THE AMENDED OUE TREASURY LOAN AS AN INTERESTED PERSON TRANSACTION

That:

- (a) approval be and is hereby given for the Company to obtain the Amended OUE Treasury Loan from OUE Treasury with the Amended OUE Treasury Loan Interest Rate applying to a maximum loan amount of S\$45 million, which constitutes an interested person transaction under the Catalyst Rules; and
- (b) the Directors of the Company and each of them be and are hereby authorised to complete and to do all acts and things (including, without limitation, executing all such documents as may be required) as they or he may consider necessary or expedient for the purposes of or in connection with and to give effect to this resolution.

Notes to Ordinary Resolution 2:

- (i) Pursuant to Rule 919 of the Catalyst Rules, OUE, OUEI, TIHPL and/or their associates will abstain from exercising any voting rights in relation to Ordinary Resolution 2.
- (ii) Shareholders should note that under the terms of the OUE Treasury Loan, the loan amount may be increased to such higher amount as OUE Treasury may agree to. However, for purposes of the Proposals, Shareholders' approval is being sought for the Amended OUE Treasury Loan Interest Rate to apply to a maximum loan amount of S\$45 million in respect of the Amended OUE Treasury Loan.

By Order of the Board

Ng Ngai

Winston Paul Wong Chi Huang

Joint Company Secretaries

Singapore, 29 June 2017

Notes:-

1. Save as provided in the Constitution, a member (other than a Relevant Intermediary*) entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint up to two proxies to attend and vote in his stead. A proxy need not be a member of the Company.
2. A Relevant Intermediary may appoint more than two proxies, but each proxy must be appointed to exercise the rights attached to a different share or shares held by him (which number and class of shares shall be specified).
3. The instrument appointing a proxy must be lodged at the registered office of the Company at 9 Battery Road #15-01 Singapore 049910 not less than forty-eight (48) hours before the time fixed for the Extraordinary General Meeting.

* A Relevant Intermediary is:

- (a) a banking corporation licensed under the Banking Act (Cap. 19) or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity; or
- (b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act (Cap. 289) and who holds shares in that capacity; or
- (c) the Central Provident Fund Board established by the Central Provident Fund Act (Cap. 36), in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

Personal data privacy

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Extraordinary General 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) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the Extraordinary General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Extraordinary General Meeting (including any adjournment thereof), and in order for the Company (or its agents) 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), 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) 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.