
NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“**EGM**”) of HC Surgical Specialists Limited (the “**Company**”) will be held at 131 Rifle Range Road, Level 3 Seletar I Room, Temasek Club, Singapore 588406 on Thursday, 26 September 2024 at 3.00 p.m. (or immediately after the conclusion or adjournment of the Annual General Meeting (“**AGM**”) of the Company to be held at 2.00 p.m. on the same day), for the purpose of considering and, if thought fit, passing with or without modifications, the following ordinary and special resolution(s) as set out below. All capitalised terms in the ordinary and special resolution(s) below shall, unless otherwise defined herein, have their respective meanings ascribed to them in the Company’s circular dated 4 September 2024 (the “**Circular**”) issued to the Members of the Company:

SPECIAL RESOLUTION – THE PROPOSED AMENDMENTS TO THE CONSTITUTION OF THE COMPANY

RESOLVED THAT,

- (a) The Constitution of the Company be and is hereby amended in the manner described in Appendix A of the Circular; and
- (b) the Directors and/or any of them be and are/is hereby authorised to complete and do all such acts and things (including executing such documents as may be required, approving and making any subsequent amendment, alteration, or modification to the Constitution to comply with the requirements of the Companies Act, and sign and file and/or submit any notices, forms and documents with or to the relevant authorities) as they and/or he may consider expedient or necessary to give effect to this Special Resolution.

ORDINARY RESOLUTION – THE PROPOSED RENEWAL OF THE SHARE BUY-BACK MANDATE

RESOLVED THAT,

- (a) For the purposes of the Catalist Rules and the Companies 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 Companies Act, and otherwise in accordance with all other laws and regulations, including but not limited to, the provisions of the Companies Act and the Catalist 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 by which the next AGM of the Company is required by law to be held;

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- (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**”),

- (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 Companies 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, before 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.

BY ORDER OF THE BOARD

Lin Moi Heyang
Company Secretary

Singapore, 4 September 2024

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IMPORTANT NOTICE

Documents for the EGM

1. The Notice of EGM, Proxy Form, and the Circular have also been made available on the SGXNet as well as the Company's website at the following URLs:

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

Company's website: <https://www.hcsurgicalspecialists.com/en/investor-relation/news>

Submission of questions prior to the EGM

2. Members may submit questions related to the resolutions to be tabled at the EGM in advance of the EGM. Such questions must be submitted by 11 September 2024 in the following manner:

- (a) if submitted electronically, by email to contact@hcsurgicalspecialists.com; or
- (b) if submitted in hard copy, by post to the Company's office at 233 River Valley Road, #B1-04/05 RV Point, Singapore 238291.

Members who submit questions must provide the following information for authentication: (i) member's full name; (ii) member's identification number / registration number; (iii) member's address; and (iv) the manner in which the member holds shares in the Company (e.g., via CDP, scrip, CPF or SRS), failing which the Company shall be entitled to regard the submission as invalid and not respond to the questions submitted.

3. All questions submitted in advance of the EGM must be received by the Company by the time and date stated above to be treated as valid.
4. The Company shall only address relevant and substantial questions (as may be determined by the Company in its sole discretion) received prior to the EGM via SGXNet and on its corporate website by 20 September 2024. The Company will publish the minutes of the EGM on SGXNet and the Company's website within one month after the date of the EGM.

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 EGM. Where a member appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the Proxy Form.
(b) A member who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the EGM, but such proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member 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 Proxy Form.

"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 duly executed Proxy Form can be submitted to the Company 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, Singapore 048619; or
 - (b) if submitted electronically, by sending a scanned PDF copy via email to sg.is.proxy@sg.tricorglobal.com,

in either case, by **3.00 p.m. on 23 September 2024** (being at least 72 hours before the time appointed for holding the EGM) (the "**Proxy Deadline**").

8. A member who wishes to submit a Proxy Form must download, complete and sign the Proxy Form, before submitting it by post to the address provided above, or by scanning and sending it electronically to the email address provided above.
9. Investors who hold their Shares through relevant intermediaries as defined in Section 181 of the Companies Act (including CPF investors, SRS investors and holders under depository agents) and who wish to exercise their votes should approach their respective relevant intermediaries (including their respective CPF agent banks, SRS approved banks or depository agents) to submit their votes at least 7 working days before the EGM. 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 EGM.
10. The Company shall be entitled to reject the instrument appointing a proxy or proxies 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. Where the Chairman of the EGM is appointed as proxy and in the absence of specific directions as to voting, the Chairman will be able to vote at his discretion.

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Personal data privacy:

By (a) submitting an instrument appointing a proxy(ies) to attend, speak and vote at the EGM and/or any adjournment thereof, or (b) submitting any question prior to the EGM in accordance with this Notice of EGM, 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 purposes of processing and administration by the Company (or its agents or service providers) of proxy(ies) appointed for the EGM (including any adjournment thereof), and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (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 (the "**Purposes**"), (ii) 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 (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.