



INTERNATIONAL HEALTHWAY CORPORATION LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration Number 201304341E)

Notice Of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Annual General Meeting (“AGM”) of International Healthway Corporation Limited (the “Company”) will be held at The National University of Singapore Society, Kent Ridge Guild House, Evans Room, 9 Kent Ridge Drive, Singapore 119241 on Wednesday, 30 April 2014 at 10.30 a.m., for the following purposes:-

AS ORDINARY BUSINESS

- To receive and adopt the Directors’ Report and the Audited Accounts for the financial year ended 31 December 2013 together with the Auditors’ Report thereon. **(Resolution 1)**
- To approve the payment of Directors’ fees of S\$123,018 for the financial year ended 31 December 2013. **(Resolution 2)**
- To re-elect the following Directors retiring under Article 92 of the Company’s Articles of Association:-
Dr Jong Hee Sen (see explanatory note 1) **(Resolution 3)**
Mr Siew Teng Kean (see explanatory note 2) **(Resolution 4)**
Mr Yip Yuen Leong **(Resolution 5)**
Mr Wong Ong Ming Eric (see explanatory note 3) **(Resolution 6)**
Mr Ong Lay Khiam (see explanatory note 4) **(Resolution 7)**
Mr Teo Cheng Hiang Richard (see explanatory note 5) **(Resolution 8)**
- To re-appoint Messrs PricewaterhouseCoopers LLP as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 9)**
- To transact any other business that may be properly transacted at an annual general meeting.

AS SPECIAL BUSINESS

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

6. Ordinary Resolution: The Proposed General Share Issue Mandate (the “Share Issue Mandate”)

“That pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore (the “Companies Act”), and Rule 806 of the Listing Manual (Section B: Rules of Catalist) (the “Rules of Catalist”) of the Singapore Exchange Securities Trading Limited (the “SGX-ST”), authority be and is hereby given to the directors of the Company (the “Directors”) to:-

- (i) allot and issue shares in the capital of the Company (the “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) 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 may in their absolute discretion deem fit;
- (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 while this resolution was in force, provided always that:-
- (i) the aggregate number of Shares to be issued pursuant to this resolution (including Shares to be issued in pursuance of Instruments made or granted pursuant to this resolution) shall not exceed one hundred per cent (100%) of the total issued Shares (excluding treasury shares) (as calculated in accordance with sub-paragraph (ii) below), of which the aggregate number of Shares to be issued other than on a pro-rata basis to existing shareholders of the Company (the “Shareholders”) (including Shares to be issued in pursuance of Instruments made or granted pursuant to this resolution) shall not exceed fifty per cent (50%) of the total issued Shares (excluding treasury shares) (as calculated in accordance with sub-paragraph (ii) below);
 - (ii) (subject to such manner of 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 (i) above, the percentage of total issued Shares shall be based on total issued Shares (excluding treasury shares) at the time of passing this resolution, after adjusting for:-
 - (1) new Shares arising from the conversion or exercise of any convertible securities outstanding at the time this authority is given;
 - (2) 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 the options or awards were granted in compliance with Part VIII of Chapter 8 of the Rules of Catalist; and
 - (3) any subsequent bonus issue, consolidation or subdivision of Shares;
- (c) in exercising the authority conferred by this resolution, the Directors shall comply with the provisions of the Rules of Catalist 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 otherwise, and the Company’s Articles of Association for the time being; and
- (d) (unless revoked or varied by the Company in a general meeting) this 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 the earlier.”

(Resolution 10)

BY ORDER OF THE BOARD

Wee Woon Hong
Lee Hock Heng
Company Secretaries
14 April 2014
Singapore

Explanatory Notes:-

- Dr Jong Hee Sen will, upon re-election as Director of the Company, remain as member of the Nominating Committee of the Company.
- Mr Siew Teng Kean will, upon re-election as a Director of the Company, remain as the lead independent Director and Chairman of the Audit Committee and Remuneration Committee of the Company. He will be considered independent for the purposes of Rule 704(7) of the Rules of Catalist.
- Mr Wong Ong Ming Eric will, upon re-election as a Director of the Company, remain as a member of the Audit Committee and Remuneration Committee of the Company. He will be considered as non-independent for the purposes of Rule 704(7) of the Rules of Catalist.
- Mr Ong Lay Khiam will, upon re-election as a Director of the Company, remain as the Chairman of the Nominating Committee and a member of the Audit Committee of the Company. He will be considered independent for the purposes of Rule 704(7) of the Rules of Catalist.
- Mr Teo Cheng Hiang Richard will, upon re-election as a Director of the Company, remain as a member of the Nominating Committee and Remuneration Committee of the Company.
- Under the Rules of Catalist, a share issue mandate approved by shareholders as an ordinary resolution will enable directors of an issuer to issue an aggregate number of new shares and/or convertible securities of the issuer of up to one hundred per cent (100%) of the total issued shares (excluding treasury shares) as at the time of passing of the resolution approving the share issue mandate, of which the aggregate number of new shares and/or convertible securities to be issued other than on a pro rata basis to existing shareholders must be not more than fifty per cent (50%) of the total issued shares of the issuer (excluding treasury shares).

The Directors are of the opinion that the Share Issue Mandate will enable the Company to respond faster to business opportunities and to have greater flexibility and scope in negotiating with third parties in potential fund raising exercises or other arrangements or transactions involving the capital of the Company.

The ordinary resolution 10 proposed in item 6 above, if passed, will empower the Directors from the date of the AGM until the date of the next annual general meeting is to be held or is required by law to be held, whichever is the earlier, to allot and issue shares and convertible securities in the capital of the Company. The aggregate number of shares and convertible securities which the Directors may allot and issue under this resolution, shall not exceed one hundred per cent (100%) of the Company’s issued share capital of which the aggregate number of shares and/or convertible securities to be issued other than on a pro-rata basis to existing shareholders shall not exceed fifty per cent (50%) of the Company’s issued share capital (excluding treasury shares) at the time of passing of this resolution. This authority will, unless revoked or varied at a general meeting, expire at the next annual general meeting of the Company.

Notes:-

- (i) A member of the Company entitled to attend and vote at the AGM may appoint not more than two (2) proxies to attend and vote on behalf of him/her.
- (ii) Where a member appoints two (2) proxies, he shall specify the proportion of his shareholding to be represented by each proxy in the instrument appointing the proxies. A proxy need not be a member of the Company.
- (iii) If the member is a corporation, the instrument appointing the proxy must be under seal or the hand of an officer or attorney duly authorised.
- (iv) The instrument appointing a proxy must be deposited at the Registered Office of the Company at 2 Leng Kee Road #04-10A Thye Hong Centre Singapore 159086 not less than 48 hours before the time appointed for holding the AGM.