



MDR Limited

mDR LIMITED
(Company Registration No. 200009059G)
(Incorporated in the Republic of Singapore)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of mDR Limited (the “Company”) will be held at Hilton Singapore, 581 Orchard Road, Panorama 2, Level 24, Singapore 238883, on 28 September 2018 at 3:00 p.m. (or as soon as practicable immediately following the conclusion of the extraordinary general meeting of the Company to be held at 2:30 p.m. on the same date and at the same venue) for the purpose of considering and, if thought fit, approving with or without amendment the following resolutions:

All capitalised terms contained herein shall, unless otherwise defined in this Notice, bear the respective meanings ascribed thereto in the circular to shareholders of the Company dated 6 September 2018 (the “Circular”).

SPECIAL RESOLUTION:-

1) The Proposed Adoption of Constitution

THAT the proposed constitution as set out in Appendix A of the Circular and submitted to this Meeting be approved and adopted as the Constitution of the Company in substitution for, and to the exclusion of, the existing Memorandum and Articles of Association of the Company and the Directors and each of them be and are hereby authorised and empowered to complete and do all such acts and things as they/he/she may consider necessary, desirable or expedient to give effect to this resolution.

ORDINARY RESOLUTION:-

2) The Proposed Adoption of mDR Share Plan 2018

THAT a new share plan to be known as “mDR Share Plan 2018” under which awards (“Awards”) of fully paid-up ordinary shares in the capital of the Company (“Shares”) will be granted, free of payment, to selected Participants, (the rules and details of which have been set out in the main body and Appendix C of the Circular), be and is hereby approved and the Directors and each of them be authorised to establish and administer the mDR Share Plan 2018, do and execute all such acts and things as they/he/she may consider necessary, desirable or expedient to give effect to this resolution as the Directors shall deem fit in the interests of the Company.

ORDINARY RESOLUTION:-

3) Allotment and Issuance of New Shares Pursuant to the mDR Share Plan 2018

THAT, subject to and contingent upon the passing of Resolution 2 above, the Directors be and are hereby authorised to allot and issue from time to time such number of fully paid-up Shares as may be required to be allotted and issued pursuant to the vesting of Awards under the mDR Share Plan 2018, provided that the aggregate number of Shares to be allotted and issued pursuant to the mDR Share Plan 2018 and any other share-based incentive schemes that may be implemented by the Company, shall not exceed 15% of the total issued and paid-up Shares (excluding treasury shares) on the day preceding the date on which the Award shall be granted.

ORDINARY RESOLUTION:-

4) The Proposed Participation of Edward Lee Ewe Ming, the Executive Chairman, Director and Controlling Shareholder of the Company, in the mDR Share Plan 2018

THAT, subject to and contingent upon the passing of Resolution 2 and Resolution 3 above, the participation of Edward Lee Ewe Ming, the Executive Chairman, Director and Controlling Shareholder of the Company, in the mDR Share Plan 2018 be and is hereby approved, and any Directors be and is hereby authorised to complete and do all such acts and things, and to approve, modify, ratify and execute such documents as they/he/she may consider necessary, desirable or expedient to give effect to this resolution.

ORDINARY RESOLUTION:-

5) The Proposed Participation of Zhang Yanmin, a Director and Substantial Shareholder of the Company and an Associate of Edward Lee Ewe Ming, in the mDR Share Plan 2018

THAT, subject to and contingent upon the passing of Resolution 2 and Resolution 3 above, the participation of Zhang Yanmin, a Director and Substantial Shareholder of the Company and an Associate of Edward Lee Ewe Ming, in the mDR Share Plan 2018 be and is hereby approved, and any Directors be and is hereby authorised to complete and do all such acts and things, and to approve, modify, ratify and execute such documents as they/he/she may consider necessary, desirable or expedient to give effect to this resolution.

BY ORDER OF THE BOARD

Madan Mohan
Company Secretary
Singapore
6 September 2018

Notes:

1. A member who is not a relevant intermediary is entitled to appoint no more than 2 proxies to attend, speak and vote on his behalf at the Extraordinary General Meeting (“EGM”). Where such member’s proxy form appoints more than 1 proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the proxy form.
2. A member who is a relevant intermediary is entitled to appoint more than 2 proxies to attend, speak and vote at the EGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member’s form of proxy appoints more than 2 proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the proxy form.
3. **“Relevant intermediary” means:-**
 - (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;
 - (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.
4. A proxy need not be a member of the Company.
5. The proxy form must be deposited at the Company’s registered office at 53 Ubi Crescent, Singapore 408594 not later than 48 hours before the time of the EGM.
6. A Depositor’s name must appear in the Depository Register maintained by the Central Depository (Pte) Limited at least 72 hours before the time fixed for the holding of the EGM or any postponement or adjournment thereof, in order for the Depositor to attend and vote at the EGM.

Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM 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 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) 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.