



HEALTHWAY MEDICAL CORPORATION LIMITED
(Incorporated in Republic of Singapore)
(Company Registration No. 200708625C)

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 5 September 2023 (“Circular”).

NOTICE IS HEREBY GIVEN that an **EXTRAORDINARY GENERAL MEETING** (“EGM”) of Healthway Medical Corporation Limited (“Company”) will be held on 28 September 2023 at 1 p.m. at Hilton Singapore Orchard, 333 Orchard Road, Singapore, 238867, Grand Ballroom, for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolutions (“**Delisting Resolution**” and “**Constitution Amendment Resolution**” respectively) (on a poll to be taken) to be passed in accordance with the requirements of the Listing Manual Section B: Rules of Catalist (“**Catalist Rules**”) of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”).

1. DELISTING RESOLUTION

That:

- (i) approval be and is hereby given for the voluntary delisting of the Company from the Official List of the Catalist Board of the SGX-ST under Catalist Rules 1307 and 1308 (“**Delisting**”), pursuant to which the Exit Offer would be made to the Offer Shareholders on the terms and conditions set out in the Circular and the Exit Offer Letter; and
- (ii) the directors of the Company and each of them be and is hereby severally authorised and empowered to complete and to do all such acts and things (including executing all such documents as may be required) as they or he may consider expedient, necessary or in the interests of the Company to give effect to the Delisting and/or this Delisting Resolution, with such modification thereto (if any) as they or he shall think fit in the interests of the Company.

2. CONSTITUTION AMENDMENT RESOLUTION (SPECIAL RESOLUTION)

That, subject to and contingent upon the passing of the Delisting Resolution:

- (i) approval be and is hereby given for the amendment of the Constitution to incorporate the Proposed Constitution Amendments as described and appended as **Section 2 of Appendix B** to the Circular, such amendments to take effect on and with effect from the date of the Delisting; and
- (ii) the directors of the Company and each of them be and is hereby severally authorised and empowered to complete and to do all such acts and things (including executing all such documents as may be required) as they or he may consider expedient, necessary or in the interests of the Company to give effect to the Proposed Constitution Amendments and/or this Constitution Amendment Resolution, with such modification thereto (if any) as they or he shall think fit in the interests of the Company.

BY ORDER OF THE BOARD

Mr. Chen Yeow Sin
Lead Independent Director
5 September 2023

Important Notice:

- (1) This Notice, the Circular and the Proxy Form will also be made available to Shareholders on the website of the SGX-ST at <http://www.sgx.com/securities/company-announcements>.
- (2) Each Proxy Form must be signed by the appointor or his attorney duly authorised in writing. Where a Proxy Form is executed by a corporation, it must be either executed under its common seal or signed by its officer or attorney so authorised.
- (3) A corporation, being a Shareholder, may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at the EGM and the person so authorised shall upon production of a copy of such resolution certified by a director of the corporation to be a true copy be entitled to exercise the powers on behalf of the corporation so represented as the corporation could exercise in person if it were an individual.
- (4) A Shareholder (who is not a relevant intermediary) entitled to attend and vote at the EGM is entitled to appoint not more than two proxies to attend and vote in his/her stead. A proxy need not be a Shareholder.
- (5) Where a Shareholder appoints more than one proxy and does not specify the proportion of his/her shareholding in the Company to be represented by each proxy, then the Shares held by the Shareholder are deemed to be equally divided between the proxies.
- (6) The Proxy Form must be submitted either:
 - (a) via post to the office of the Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 1 Harbourfront Avenue, #14-07, Keppel Bay Tower, Singapore 098632; or
 - (b) via email to srs.teame@boardroomlimited.com,in each case, by 1 p.m. (Singapore time) on 26 September 2023, being not less than 48 hours before the time appointed for holding the EGM.
- (7) A Shareholder, who is a relevant intermediary and entitled to attend and vote at the EGM, is entitled to appoint more than two proxies to attend and vote at the EGM, but each proxy must be appointed to exercise the rights attached to a different Share or Shares held by the Shareholder. Where the Proxy Form appoints more than two proxies, the number of Shares in relation to each proxy must be specified in the Proxy Form.

A “**relevant intermediary**” is:

 - (a) a banking corporation licensed under the Banking Act 1970 of Singapore 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 SFA and who holds Shares in that capacity; or
 - (c) the CPF Board (“**CPF Board**”) established by the Central Provident Fund Act 1953 of Singapore, 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 CPF Board holds those Shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

Submission of questions

- (8) Shareholders may submit any substantial and relevant questions they may have in relation to the resolutions to be tabled for approval at the EGM, at the EGM itself.
- (9) Shareholders may also submit any substantial and relevant questions they may have in relation to the resolutions to be tabled for approval at the EGM in advance of the EGM by 1 p.m. on 14 September 2023 (“**Cut-Off Time**”) via email to hmcegm2023@healthwaymedical.com and provide their particulars as follows:
 - (a) Full name (for individuals)/company name (for corporates) as per CDP/CPF/SRS Account records;
 - (b) NRIC or Passport Number (for individuals)/Company Registration Number (for corporates);
 - (c) Contact Number; and
 - (d) Email Address.
- (10) The Company will endeavour to address all substantial and relevant questions received from Shareholders by the Cut-Off Time relating to the resolutions to be tabled for approval at the EGM prior to the EGM by publishing the responses to these questions on the website of the SGX-ST at <https://www.sgx.com/securities/company-announcements> by 1 p.m. on 23 September 2023. The Company will also address any subsequent clarifications sought, or follow-up questions received after the Cut-Off Time, prior to, or at, the EGM in respect of substantial and relevant matters relating to the resolution to be tabled for approval at the EGM.
- (11) The Company shall only address substantial and relevant questions (as may be determined by the Company in its sole discretion) received. Where substantially similar questions are received, the Company will consolidate such questions and consequently not all questions may be individually addressed.
- (12) The Company will publish the minutes of the EGM (together with the responses to any subsequent clarification sought, or follow-up questions, in respect of substantial and relevant matters relating to the resolution to be tabled for approval at the EGM, addressed by the Company at the EGM) on the website of the SGX-ST at www.sgx.com/securities/company-announcements within one month from the date of the EGM.
- (13) Shareholders, who would have been able to be appointed as proxies by relevant intermediaries under Section 181(1C) of the Companies Act, such as CPFIS Investors or SRS Investors, should approach their respective agents, such as CPF Agent Banks or SRS Agent Banks, to submit their questions in relation to the resolutions to be tabled for approval at the EGM prior to the EGM and have their substantial queries and relevant comments answered.
- (14) A Depositor shall not be regarded as a Shareholder entitled to attend the EGM and to speak and vote thereat unless he is shown to have Shares entered against his name in the Depository Register at least 48 hours before 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 Shareholder (i) consents to the collection, use and disclosure of the Shareholder’s personal data by the Company (or its agents or service providers) for the purpose of the processing and administration by the Company (or its agents or service providers) 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 or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, “**Purposes**”), (ii) warrants that where the Shareholder discloses the personal data of the Shareholder’s proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the Shareholder 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 or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the Shareholder will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the Shareholder’s breach of warranty.