**HEALTHWAY MEDICAL CORPORATION LIMITED**
(Incorporated in the Republic of Singapore)
(Company Registration Number 200708625C)

# NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the ninth Annual General Meeting ("**AGM**") of Healthway Medical Corporation Limited (the "**Company**") will be held at The National University of Singapore Society, Kent Ridge Guild House, Left Chamber, 9 Kent Ridge Drive, Singapore 119241 on Friday, 29 April 2016 at 2.00 p.m., for the following purposes:-

**AS ORDINARY BUSINESS**

1. To receive and adopt the Directors' Statement and the Audited Accounts for the financial year ended 31 December 2015 together with the Auditors' Report thereon. **(Resolution 1)**
2. To approve the payment of Directors' fees up to S$320,000 (2015:S$320,000) for the financial year ending 31 December 2016 to be paid quarterly in arrears (see explanatory note 1). **(Resolution 2)**
3. To re-elect the following Directors retiring by rotation under Article 98 of the Company's Constitution:-
   Mr Yeow Ming Ying (see explanatory note 2) **(Resolution 3)**
   Ms Kuek Chiew Hia (see explanatory note 3) **(Resolution 4)**
4. To re-elect the following Director retiring under Article 102 of the Company's Constitution:-
   Mr Wong Ong Ming, Eric (see explanatory note 4) **(Resolution 5)**
5. To re-appoint Messrs PricewaterhouseCoopers LLP as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 6)**
6. 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:-

7. **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:-

   (a) (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 Constitution 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."

   (see explanatory note 5) **(Resolution 7)**

8. **Ordinary Resolution: The Proposed Renewal of Shareholders' Mandate for Interested Person Transactions**

   "That:-

   (a) approval be and is hereby given, for the purposes of Chapter 9 of the Rules of Catalist, for the Company, its subsidiaries and associated companies, or any of them, to enter into any of the transactions falling within the types of interested person transactions described in the addendum to this Annual Report for the financial year ended 31 December 2015 ("**Addendum I**"), provided that such transactions are made on normal commercial terms and in accordance with the review procedures for the interested person transactions as set out in the Addendum I ("**IPT Mandate**");

   (b) the IPT Mandate shall, unless revoked or varied by the Company in a general meeting, continue in force until the next annual general meeting of the Company is held or is required by law to be held; and

   (c) the Directors be and are hereby authorised to take such steps, approve all matters and enter into all such transactions, arrangements and agreements and execute all such documents and notices as may be necessary or expedient for the purposes of giving effect to the IPT Mandate as such Directors or any of them may deem fit or expedient or to give effect to this resolution."

   (see explanatory note 6) **(Resolution 8)**

9. **Ordinary Resolution: The Proposed Renewal of Share Buy Back Mandate**

   "That:

   (a) for the purposes of Sections 76C and 76E of the Companies Act, the Directors be and are hereby authorised to exercise all the powers of the Company to purchase or otherwise acquire ordinary shares in the capital of the Company not exceeding in aggregate the Prescribed Limit (as hereinafter defined), at such price(s) as may be determined by the Directors from time to time up to the Maximum Price (as hereinafter defined) described in the addendum to this Annual Report for the financial year ended 31 December 2015 ("**Addendum II**"), whether by way of:-
   (i) market purchases (each a "**Market Purchase**") on the SGX-ST; and/or
   (ii) off-market purchases (each an "**Off-Market Purchase**") effected otherwise than on the SGX-ST in accordance with any equal access schemes as may be determined or formulated by the Directors as they consider fit, which schemes shall satisfy all the conditions prescribed by the Companies Act,
   and otherwise in accordance with all other provisions of the Companies Act and the Rules of Catalist as may for the time being be applicable (the "**Share Buy Back Mandate**");

   (b) any share that is purchased or otherwise acquired by the Company pursuant to the Share Buy Back Mandate shall, at the discretion of the Directors, either be cancelled or held in treasury and dealt with in accordance with the Companies Act;

   (c) unless varied or revoked by the Company in a general meeting, the authority conferred on the Directors pursuant to the Share Buy Back Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the passing of this resolution and expiring on the earlier of:-
   (i) the date on which the next annual general meeting of the Company is held or is required by law to be held;
   (ii) the date on which the share buy back is carried out to the full extent mandated; or
   (iii) the date on which the authority contained in the Share Buy Back Mandate is varied or revoked;

   (d) for purposes of this resolution:-
   "**Prescribed Limit**" means ten per cent (10%) of the shares as at the date of passing of this resolution unless the Company has effected a reduction of the share capital of the Company in accordance with the applicable provisions of the Companies Act, at any time during the Relevant Period (as hereinafter defined), in which event the shares shall be taken to be the amount of the shares as altered (excluding any treasury shares that may be held by the Company from time to time);
   "**Relevant Period**" means the period commencing from the date on which the last annual general meeting was held and expiring on the date the next annual general meeting is held or is required by law to be held, whichever is the earlier, after the date of this resolution;
   "**Maximum Price**" in relation to a share to be purchased, means an amount (excluding brokerage, commission, stamp duties, applicable goods and services tax, clearance fees and other related expenses) not exceeding:-
   (i) in the case of a Market Purchase: 105% of the Average Closing Price; and
   (ii) in the case of an Off-Market Purchase: 120% of the Average Closing Price, where:
   "**Average Closing Price**" means the average of the closing market prices of a share over the last five (5) market days, on which transactions in the shares were recorded, preceding the day of the Market Purchase by the Company or, as the case may be, 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 after the relevant five-day period;
   "**day of the making of the offer**" means the day on which the Company announces its intention to make an offer for the purchase of shares from shareholders of the Company stating the purchase price (which shall not be more than the Maximum Price 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
   any of the Directors be and are hereby authorised to complete and do all such acts and things (including without limitation, to execute all such documents as may be required and to approve any amendments, alterations or modifications to any documents), as they or he may consider desirable, expedient or necessary to give effect to the transactions contemplated by this resolution."

   (see explanatory note 7) **(Resolution 9)**

BY ORDER OF THE BOARD
Wee Woon Hong
Srikanth Rayaprolu
Company Secretaries

13 April 2016
Singapore

**Explanatory Notes:-**

1. The ordinary resolution 2 proposed in item 2 above is to seek approval for the payment of up to S$320,000 as directors' fees on a current year basis, that is for the financial year ending 31 December 2016. In the event that the amount proposed is insufficient, approval will be sought at next year's annual general meeting for payments to meet the shortfall.
2. Mr Yeow Ming Ying will, upon re-election as Director of the Company, remain as the Non-Executive Director of the Company. Mr Yeow Ming Ying does not have any relationships including immediate family relationships between himself and the Directors, the Company and its 10% shareholders. Further information on Mr Yeow Ming Ying can be found in the Annual Report 2015.
3. Ms Kuek Chiew Hia will, upon re-election as Director of the Company, remain as an Independent Director of the Company and the Chairman of the Remuneration Committee and a member of the Audit Committee and Nominating Committee of the Company. She will be considered independent for the purposes of Rule 704(7) of the Rules of Catalist. Ms Kuek Chiew Hia does not have any relationships including immediate family relationships between herself and the Directors, the Company and its 10% shareholders. Further information on Ms Kuek Chiew Hia can be found in the Annual Report 2015.
4. Mr Wong Ong Ming, Eric will, upon re-election as Director of the Company, remain as the Non-Executive Non-Independent Chairman of the Board and a member of the Nominating Committee of the Company. Mr Wong Ong Ming, Eric does not have any relationships including immediate family relationships between himself and the Directors, the Company and its 10% shareholders. Further information on Mr Wong Ong Ming, Eric can be found in the Annual Report 2015.
5. 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 7 proposed in item 7 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/or 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 previously revoked or varied at a general meeting, expire at the next annual general meeting of the Company.
6. The ordinary resolution 8 proposed in item 8 above, if passed, will authorise the interested person transactions as described in the Addendum I and recurring in the year and will empower the Directors, from the date of the AGM until the date the next annual general meeting is to be held or is required by law to be held, whichever is the earlier, to do all acts necessary to give effect to the IPT Mandate. The rationale for and categories of interested person transactions pursuant to the IPT Mandate are set out in greater detail in the Addendum I accompanying this Annual Report.
7. The ordinary resolution 9 proposed in item 9 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 make purchases (whether by way of Market Purchases or Off-Market Purchases on an equal access scheme) from time to time of up to ten per cent (10%) of the total number of shares (excluding treasury shares) at prices up to but not exceeding the Maximum Price. The rationale for, the authority and limitation on, the source of funds to be used for the purchase or acquisition including the amount of financing and the financial effects of the purchase or acquisition of Shares by the Company pursuant to the Share Buy Back Mandate are set out in greater detail in the Addendum II accompanying this Annual Report.

**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 instead of him.
(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) Intermediaries such as banks and capital markets services licence holders which provide custodial services and are members of the Company may appoint more than two proxies provided that each proxy is appointed to exercise the rights attached to different shares held by the member. Where such member appoints more than two (2) proxies, the number and class of shares to be represented by each proxy must be stated.
(iv) 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.
(v) The instrument appointing a proxy must be deposited at the Registered Office of the Company at 2 Leng Kee Road, #06-07 Thye Hong Centre, Singapore 159086 not less than 48 hours before the time appointed for holding the AGM.
(vi) A Depositor's name must appear on the Depository Register maintained by The Central Depository (Pte) Limited as at 72 hours before the time fixed for holding the AGM in order for the Depositor to be entitled to attend and vote at the above AGM.

**Personal data privacy**:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General Meeting and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's and its proxy(ies)'s or representative'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 Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual 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 express 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, (iii) undertakes that the member will only use the personal data of such proxy(ies) and/or representative(s) for the Purposes; and (iv) 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. Your and your proxy and/or representative's personal data may be disclosed or transferred by the Company to its subsidiaries, its share register and/or other agents or bodies for any of the Purposes, and retained for such period as may be necessary for the Company's verification and record purposes.