

CIRCULAR DATED 25 NOVEMBER 2020

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. PLEASE READ IT CAREFULLY.

IF YOU ARE IN ANY DOUBT AS TO THE COURSE OF ACTION YOU SHOULD TAKE, YOU SHOULD CONSULT YOUR STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT, TAX ADVISER OR OTHER INDEPENDENT PROFESSIONAL ADVISER IMMEDIATELY.

Capitalised terms appearing on the cover of this Circular have the same meanings as defined herein.

If you have sold or transferred all your shares in the capital of Medtecs International Corporation Limited (the "**Company**") and together with its subsidiaries, the "**Group**"), you should immediately inform the purchaser, transferee, bank, stockbroker or agent through whom the sale or transfer was effected for onward notification to the purchaser or transferee, that this Circular (together with the Notice of Special General Meeting and accompanying Proxy Form) may be accessed at the Company's website at the URL <http://www.medtecs.com/en/about/investor-relations> and SGXNET.

This Circular has been prepared by the Company and its contents have been reviewed by the Company's Sponsor, R & T Corporate Services Pte. Ltd. (the "**Sponsor**") for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited (the "**Exchange**"). The Sponsor has not independently verified the contents of this Circular, including the accuracy or completeness of any of the figures used, statements, opinions or other information made or disclosed.

This Circular has not been examined or approved by the Exchange. The Exchange assumes no responsibility for the contents of this Circular, including the correctness of any of the statements or opinions made or reports contained in this Circular.

The contact persons for the Sponsor are Ms. Evelyn Wee Kim Lin (Telephone Number: +65 6232 0724) and Mr. Howard Cheam Heng Haw (Telephone Number: +65 6232 0685), R & T Corporate Services Pte. Ltd., 9 Straits View, #06-07 Marina One West Tower 1, Singapore 018937.

This Circular has been made available on SGXNET and the Company's website and may be accessed at the URL <http://www.medtecs.com/en/about/investor-relations>. A printed copy of this Circular will NOT be despatched to Shareholders.

Due to the current COVID-19 control and safe-distancing measures put in place in Singapore, Shareholders will not be able to attend the SGM (as defined herein) in person. Instead, alternative arrangements have been put in place to allow Shareholders to participate at the SGM by (a) watching the SGM proceedings via "live" webcast or listening to the SGM proceedings via "live" audio feed, (b) submitting questions in advance of the SGM, and (c) voting by appointing the Chairman of the SGM as proxy at the SGM.

Please refer to Section 7 of this Circular for further information, including the steps to be taken by Shareholders to participate at the SGM.

Shareholders should note that the Company may make further changes to its SGM arrangements (including but not limited to any applicable alternative arrangements as may be prescribed or permitted (as the case may be) under the COVID-19 Act (as defined herein) and any regulations promulgated thereunder (including the COVID-19 Order (as defined herein)) as well as other guidelines issued by the relevant authorities) as the COVID-19 situation continues to evolve. Shareholders are advised to keep abreast of any such changes as may be announced by the Company from time to time on SGXNET or on the Company's website at the URL <http://www.medtecs.com/en/about/investor-relations>.



MEDTECS INTERNATIONAL CORPORATION LIMITED
(Incorporated in Bermuda)

CIRCULAR TO SHAREHOLDERS IN RELATION TO THE PROPOSED ADOPTION OF THE SHARE PURCHASE MANDATE

IMPORTANT DATES AND TIMES

Last date and time for lodgement of Proxy Form	:	16 December 2020 at 10.00 a.m. (Singapore time)
Last date and time to pre-register online to attend the SGM	:	15 December 2020 at 10.00 a.m. (Singapore time)
Date and time of Special General Meeting	:	18 December 2020 at 10.00 a.m. (Singapore time)
Place of Special General Meeting	:	Seletar Room, Holiday Inn Atrium, 317 Outram Rd, Singapore 169075 on 18 December 2020 at 10.00 a.m. (Singapore time)

Notwithstanding the place in which the SGM is to be physically held, other than in respect of the Chairman, Directors and/or representatives of the Company present at such location, the SGM may be attended by way of

electronic means. Please refer to Section 7 of this Circular for further details.

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DEFINITIONS

In this Circular, the following definitions shall apply throughout unless the context otherwise requires:

- "AGM"** : The annual general meeting of the Company
- "Approval Date"** : The date of the SGM at which approval for the Proposed Share Purchase Mandate is sought
- "associate"** :
- (a) In relation to any Director, chief executive officer, Substantial Shareholder or Controlling Shareholder (being an individual) means:
 - (i) his immediate family (that is, the person's spouse, child, adopted-child, step-child, sibling and parent);
 - (ii) the trustees of any trust of which he or his immediate family is a beneficiary or, in the case of a discretionary trust, is a discretionary object; and
 - (iii) any company in which he and his immediate family together (directly or indirectly) have an interest of 30.0% or more;
 - (b) In relation to a substantial shareholder or a controlling shareholder (being a company) means any other company which is its subsidiary or holding company or is a subsidiary of such holding company or one in the equity of which it and/or such other company or companies taken together (directly or indirectly) have an interest of 30.0% or more
- "Average Closing Price"** : Has the meaning ascribed to it in Section 2.3.4 of this Circular
- "Bermuda Companies Act"** : The Companies Act 1981 of Bermuda, as amended, modified or supplemented from time to time
- "Board"** : The board of Directors of the Company as at the Latest Practicable Date
- "Bye-Laws"** : The Bye-Laws of the Company, as amended, varied or supplemented from time to time
- "Catalist"** : The sponsor-supervised listing platform of the SGX-ST
- "Catalist Rules"** : Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited's Listing Manual, as amended, modified and supplemented from time to time
- "CDP"** : The Central Depository (Pte) Limited
- "Circular"** : This circular to Shareholders dated 25 November 2020
- "Closing Market Price"** : Has the meaning ascribed to it in Section 2.3.4 of this Circular

DEFINITIONS

"Companies Act"	: The Companies Act (Chapter 50) of Singapore, as amended, modified or supplemented from time to time
"Controlling Shareholder"	: A person who: (a) holds directly or indirectly 15.0% or more of the total voting rights in the Company. The SGX-ST may determine that a person who satisfies this paragraph is not a controlling shareholder; or (b) in fact exercises control over the Company
"COVID-19 Act"	: The COVID-19 (Temporary Measures) Act 2020, as amended, modified or supplemented from time to time
"COVID-19 Order"	: The COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020, as amended, modified or supplemented from time to time
"Directors"	: The directors of the Company as at the Latest Practicable Date
"EPS"	: Earnings per Share
"FY2019"	: Financial year ended 31 December 2019
"Group"	: The Company and its subsidiaries from time to time
"Investors"	: Investors holding shares in the Company through relevant intermediaries (as defined in Section 181 of the Companies Act)
"Latest Practicable Date"	: 20 November 2020, being the latest practicable date prior to the issue of this Circular
"Market Day"	: A day on which the SGX-ST is open for trading in securities
"Market Purchase"	: Has the meaning ascribed to it in Section 2.3.3 of this Circular
"Maximum Price"	: Has the meaning ascribed to it in Section 2.3.4 of this Circular
"Memorandum"	: The Memorandum of Association of the Company, as amended, varied or supplemented from time to time
"Notice of SGM"	: The notice of SGM dated 25 November 2020, which is set out on pages 29 to 33 of this Circular
"NTA"	: Net tangible assets
"Off-Market Purchase"	: Has the meaning ascribed to it in Section 2.3.3 of this Circular
"Proposed Share Purchase Mandate"	: The proposed adoption of the Share Purchase Mandate
"Proxy Form"	: The proxy form in respect of the SGM

DEFINITIONS

"Relevant Period"	: The period commencing from the date on which the last AGM was held and expiring on the date the next AGM is held or is required by law to be held, whichever is the earlier, after the date the resolution relating to the Share Purchase Mandate has passed
"Securities Accounts"	: Securities accounts maintained by Depositors with CDP, but not including securities sub-accounts maintained with a Depository Agent
"SFA"	: The Securities and Futures Act, Chapter 289 of Singapore, as amended, modified or supplemented from time to time
"SGM"	: The special general meeting of the Company to be held on 18 December 2020 at 10.00 a.m., notice of which is given on pages 29 to 33 of this Circular
"SGX-ST" or "Exchange"	: Singapore Exchange Securities Trading Limited
"Share Purchase"	: The purchase or acquisition by the Company of its Shares pursuant to the Share Purchase Mandate
"Share Purchase Mandate"	: The mandate to authorise the Directors to exercise all powers of the Company to purchase or otherwise acquire its issued Shares on the terms of such mandate
"Share Registrar"	: The share registrar of the Company
"Shareholders" or "members"	: Registered holders of Shares in the Company's Register of Members, except that where the registered holder is CDP, the term " Shareholders " shall, in relation to such Shares, and where the context admits, mean the persons named as Depositors in the Depository Register maintained by the CDP and whose Securities Accounts maintained by the CDP are credited with those Shares
"Shares"	: Ordinary shares in the capital of the Company
"SIC"	: The Securities Industry Council of Singapore
"Sponsor"	: The sponsor of the Company, R & T Corporate Services Pte. Ltd.
"SRS Investor"	: An investor who holds shares under the Supplementary Retirement Scheme
"Substantial Shareholder"	: A person (including a corporation) who has an interest, directly or indirectly, in one or more voting Shares in the Company and the total votes attached to such Share(s) is not less than 5.0% of the total votes attached to all the voting Shares (excluding any Treasury Shares) in the Company
"Take-Over Code"	: The Singapore Code on Take-Over and Mergers, as may be amended or modified from time to time
"Treasury Shares"	: A Share that was or is treated as having been acquired and held by the Company and has been held continuously by the Company since it was so acquired and has not been cancelled

DEFINITIONS

"S\$" or "\$" and "cents"	:	Singapore dollars and cents, respectively, the lawful currency of Singapore
"US\$" or "USD"	:	United States dollar, the lawful currency of the United States of America
"%" or "per cent."	:	Percentage or per centum

The terms "**subsidiary**", "**subsidiary holdings**", "**holding company**" and "**associated company**" shall have the meanings ascribed to it in the Catalist Rules and Section 5 of the Companies Act, as the case may be.

The terms "**Depositor**", "**Depository Agent**" and "**Depository Register**" shall have the meanings ascribed to them in Section 81SF of the SFA.

Words importing the singular shall, where applicable, include the plural and vice versa, and words importing the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa. References to persons shall include corporations.

Any reference in this Circular to any statute or enactment is a reference to that statute or enactment for the time being amended or re-enacted. Any word defined under the Bermuda Companies Act, the Companies Act, the SFA, the Catalist Rules, the Take-Over Code or any relevant laws of Singapore or any modification thereof and used in this Circular shall, where applicable, have the meaning assigned to it under the Bermuda Companies Act, the Companies Act, the SFA, the Catalist Rules, the Take-Over Code or any relevant laws of Singapore or any modification thereof, as the case may be, unless otherwise provided.

The headings in this Circular are inserted for convenience only and shall be ignored in construing this Circular.

Any reference to a time of day and date in this Circular is a reference to Singapore time and date, respectively, unless otherwise stated.

All discrepancies in the figures included herein between the listed amounts and totals thereof are due to rounding. Accordingly, figures shown as totals in this Circular may not be an arithmetic aggregation of the figures that precede them.

Rajah & Tann Singapore LLP has been appointed as the legal adviser to the Company as to Singapore law in relation to the Proposed Share Purchase Mandate. Conyers Dill & Pearman Pte. Ltd. has been appointed as the legal adviser to the Company as to Bermuda law in relation to the Proposed Share Purchase Mandate.

LETTER TO SHAREHOLDERS

MEDTECS INTERNATIONAL CORPORATION LIMITED

(Incorporated in Bermuda)

Board of Directors

Mr. Clement Yang Ker-Cheng (*Executive Chairman*)
Mr. William Yang Weiyuan (*Executive Director and Chief Executive Officer*)
Mr. Lim Tai Toon (*Lead Independent Director*)
Ms. Carol Yang Xiao-Qing (*Independent Director*)
Dr. Nieh Chien-Chung (*Independent Director*)

Registered Office

Clarendon House,
2 Church Street,
Hamilton HM11,
Bermuda

25 November 2020

To: **The Shareholders of Medtecs International Corporation Limited**

Dear Sir / Madam

1. INTRODUCTION

The Board is convening a SGM to be held by way of electronic means on 18 December 2020 at 10.00 a.m. to seek Shareholders' approval for the Proposed Share Purchase Mandate, the rationale for which is set out in further detail in the sections below.

The purpose of this Circular is to provide Shareholders with information relating to the Proposed Share Purchase Mandate and to seek Shareholders' approval for the resolution in respect thereof to be tabled at the SGM.

For the avoidance of doubt, Depositors holding Shares through CDP are not to be treated, under the Bye-Laws and the Bermuda Companies Act, as members of the Company in respect of the number of Shares credited to their respective Securities Accounts. Accordingly, Depositors do not have a right under the Bermuda Companies Act or the Bye-Laws to attend and to vote at the SGM. Depositors will be able to participate in the SGM relating to the Proposed Share Purchase Mandate only through CDP, the latter being the registered holder of Shares in the Company's Register of Members.

However, administrative arrangements have been made with CDP to allow Depositors to take part in the SGM relating to the Proposed Share Purchase Mandate. Depositors who wish to participate in the SGM and exercise their votes, and whose names are shown in the records of CDP as at a time not earlier than 72 hours prior to the time of the SGM supplied by CDP to the Company, may participate in the SGM as CDP's proxies. Please refer to Section 7 of this Circular in respect of the action to be taken if you wish to attend and/or vote at the SGM.

For the purpose of this Circular, the term "Shareholders" has been defined to also include reference to Depositors where the context admits and they will accordingly be treated administratively herein, where the context admits, as Shareholders with entitlements in respect of the Proposed Share Purchase Mandate.

If you are in any doubt as to the course of action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

The SGX-ST assumes no responsibility for the accuracy of any statements made, opinions expressed or reports contained in this Circular.

LETTER TO SHAREHOLDERS

2. THE PROPOSED ADOPTION OF THE SHARE PURCHASE MANDATE

2.1 Background

As a Bermuda-incorporated company which is listed on the Catalist of the SGX-ST, any purchases or acquisitions of Shares by the Company will have to be made in accordance with and subject to the provisions of the Catalist Rules, the Take-Over Code, the Bermuda Companies Act, the Memorandum, the Bye-Laws and such other laws and regulations as may from time to time be applicable.

Under the Bermuda Companies Act, a company incorporated in Bermuda may, if authorised to do so by its memorandum of association or bye-laws, purchase its own shares provided that no such purchase may be effected if, on the date which the purchase is to be effected, there are reasonable grounds for believing that the company is, or after the purchase would be, unable to pay its liabilities as they become due. Bye-Law 3(2) provides that the Company may purchase its own Shares.

Under Rule 866 of the Catalist Rules, a company which wishes to purchase or acquire its own shares should obtain the prior specific approval of its shareholders in a general meeting. Accordingly, approval is being sought from the Shareholders at the SGM for a general and unconditional mandate to be given for the purchase or acquisition by the Company of its issued Shares.

If approved at the SGM, the authority conferred by the Share Purchase Mandate will take effect from the date thereof and continue in force until the next AGM of the Company (whereupon it will lapse, unless renewed at such meeting), or until it is varied or revoked by the Company in general meeting (if so varied or revoked prior to the next AGM), or the date on which purchases and acquisitions of Shares pursuant to the Share Purchase Mandate are carried out to the full extent mandated, whichever is the earliest.

2.2 Rationale for the Share Purchase Mandate

The Company is proposing to undertake the purchase or acquisition of its Shares following the Proposed Share Purchase Mandate for the following reasons:

- (a) the Share Purchase Mandate will provide the Company with the flexibility to undertake share purchases and acquisitions at any time, subject to market conditions, during the period when the Share Purchase Mandate is in force;
- (b) to provide the Company with a mechanism to facilitate the return of surplus cash over and above its ordinary capital requirement in an expedient, effective and cost-efficient manner. It will also provide the Directors with greater flexibility over the Company's share capital structure with a view to enhancing the EPS and/or NTA per Share when the Share Purchase Mandate is in force;
- (c) to help mitigate short-term market volatility, offset the effects of short-term speculation and bolster Shareholders' confidence; and
- (d) Shares purchased pursuant to the Share Purchase Mandate will either be cancelled or held as Treasury Shares as may be determined by the Directors to be used to purchase existing Shares which may then be held in treasury, and such Treasury Shares may consequently be transferred for the purposes of or pursuant to the Company's Share award scheme (if any) in order to satisfy the awards given thereunder (if any).

The purchase or acquisition of Shares will only be undertaken if the Directors believe it can benefit the Company and its Shareholders. No purchase or acquisition of Shares will be made in circumstances which would have or may have a material adverse effect on the liquidity and

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capital adequacy position of the Group as a whole and/or affect the listing status of the Company on the SGX-ST. Shareholders should note that purchases or acquisitions of Shares pursuant to the Share Purchase Mandate may not be carried out to the full limit as authorised.

2.3 Authority and Limits of the Share Purchase Mandate

The authority and limitations placed on purchases of Shares by the Company under the Share Purchase Mandate are summarised below:

2.3.1 Maximum Number of Shares

Only Shares which are issued and fully paid-up may be purchased or acquired by the Company.

The total number of Shares that may be purchased or acquired by the Company pursuant to the Share Purchase Mandate is limited to that number of Shares representing no more than 10.0% of the total number of issued Shares (excluding any Treasury Shares and subsidiary holdings) as at the Approval Date, unless the Company has effected a reduction of the share capital of the Company in accordance with the applicable provisions of the Bermuda Companies Act, at any time during the Relevant Period, in which event the total number of issued Shares shall be taken to be the amount of the total number of issued Shares as altered (excluding any Treasury Shares that may be held by the Company from time to time).

Purely for illustrative purposes, on the basis of the existing total number of issued Shares, being 549,411,240 Shares (and there being no Treasury Shares and subsidiary holdings) as at the Latest Practicable Date, and assuming that no further Shares are issued on or prior to the SGM, not more than 54,941,124 Shares (representing 10.0% of the total number of issued Shares as at that date) may be purchased or acquired by the Company pursuant to the Share Purchase Mandate.

However, as stated in Section 2.2 above and Section 2.7 below, purchases or acquisitions of Shares pursuant to the Share Purchase Mandate need not be carried out to the full extent mandated, and, in any case, would not be carried out to such an extent that would affect the listing status of the Company on the SGX-ST. The public float in the issued Shares as at the Latest Practicable Date is disclosed in Section 2.9 below.

2.3.2 Duration of Authority

Purchases or acquisitions of Shares by the Company may be made, at any time and from time to time, on and from the Approval Date, up to the earlier of:

- (a) the date on which the next AGM is held or required by law to be held (whereupon it will lapse, unless renewed at such meeting);
- (b) the date on which the authority conferred by the Share Purchase Mandate is revoked or varied by the Company at a general meeting (if so varied or revoked prior to the next AGM); or
- (c) the date on which purchases and acquisitions of Shares pursuant to the Share Purchase Mandate are carried out to the full extent mandated.

The authority conferred on the Directors by the Share Purchase Mandate to purchase or acquire Shares may be renewed by the Shareholders in a general meeting of the Company, such as at the next AGM or at a special general meeting to be convened immediately after the conclusion or adjournment of the next AGM.

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2.3.3 Manner of Purchase or Acquisition of Shares

Purchases or acquisitions of Shares by the Company may be made by way of:

- (a) on-market purchases, through the SGX-ST's ready market, or as the case may be, on any other stock exchange on which the Shares may for the time being be listed and quoted, through one or more duly licensed stockbrokers appointed by the Company for the purpose ("**Market Purchases**"); and/or
- (b) off-market purchases in accordance with an equal access scheme as defined in Section 76C of the Companies Act ("**Off-Market Purchases**").

In an Off-Market Purchase, the Directors may impose such terms and conditions, which are not inconsistent with the Share Purchase Mandate, the Catalist Rules, the Bermuda Companies Act, the Memorandum and the Bye-Laws and/or other applicable laws and regulations, as they consider fit in the interests of the Company in connection with or in relation to any equal access scheme(s).

Under the Companies Act, an equal access scheme must satisfy all the following conditions:

- (a) offers for the purchase or acquisition of Shares shall be made to every person who holds Shares to purchase or acquire the same percentage of their Shares;
- (b) all of those persons shall be given a reasonable opportunity to accept the offers made; and
- (c) the terms of all the offers are the same, except that there shall be disregarded (i) differences in consideration attributable to the fact that offers may relate to shares with different accrued dividend entitlements; (ii) differences in consideration attributable to the fact that the offers relate to shares with different amounts remaining unpaid; and (iii) differences in the offers introduced solely to ensure that each person is left with a whole number of shares.

If the Company wishes to make an Off-Market Purchase in accordance with an equal access scheme, the Company must, as required under Rule 870 of the Catalist Rules, issue an offer document to all Shareholders containing at least the following information:

- (a) the terms and conditions of the offer;
- (b) the period and procedures for acceptances;
- (c) the reasons for the proposed purchase or acquisition of Shares;
- (d) the consequences, if any, of the purchases or acquisitions of Shares by the Company that will arise under the Take-Over Code or other applicable take-over rules;
- (e) whether the purchases or acquisitions of Shares, if made, would have any effect on the listing of the Shares on the SGX-ST;
- (f) details of any purchases or acquisitions of Shares made by the Company in the previous 12 months (whether by way of Market Purchases or Off-Market Purchases), including the total number of Shares purchased or acquired, the purchase price per Share or the highest and lowest prices paid for such

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purchases or acquisitions, where relevant, and the total consideration paid for such purchases or acquisitions; and

- (g) whether the Shares purchased by the Company will be cancelled or held as Treasury Shares.

2.3.4 Maximum Purchase Price

The purchase price (excluding ancillary expenses such as related brokerage, commission, applicable goods and services tax, stamp duties and clearance fees) to be paid for a Share will be determined by the Directors, provided that such purchase price must not exceed:

- (a) in the case of a Market Purchase, 105.0% of the Average Closing Price (as defined hereinafter) of the Shares; and
- (b) in the case of an Off-Market Purchase pursuant to an equal access scheme, 120.0% of the Average Closing Price (as defined hereinafter),

in either case, excluding related expenses of the purchase or acquisition (the "**Maximum Price**").

For the above purposes:

"Average Closing Price" means

- (i) in the case of a Market Purchase, the average of the Closing Market Prices (as defined below) of a Share over the last five Market Days on which the Shares are transacted on the SGX-ST or, as the case may be, such securities exchange on which the Shares are listed or quoted, immediately preceding the date of the Market Purchase by the Company; or
- (ii) in the case of an Off-Market Purchase, the average of the Closing Market Prices (as defined below) of a Share over the last five Market Days on which the Shares are transacted on the SGX-ST or, as the case may be, such securities exchange on which the Shares are listed or quoted, immediately preceding the date of the making of the offer pursuant to the Off-Market Purchase,

and deemed to be adjusted, in accordance with the Catalist Rules, for any corporate action that occurs during such five Market Day period and the day of the Market Purchase or, as the case may be, the date of the making of the offer pursuant to the Off-Market Purchase;

"Closing Market Price" means the last dealt price for a Share transacted through the SGX-ST's trading system as shown in any publication of the SGX-ST or other sources; and

"date of the making of the offer" means the date on which the Company announces its intention to make an offer for the purchase or acquisition of Shares from Shareholders, stating therein the relevant terms of the equal access scheme for effecting the Off-Market Purchase.

2.4 **Status of Purchased Shares**

At the time of each Share Purchase, the Company may decide whether the Shares purchased will be (a) cancelled, (b) held as Treasury Shares in accordance with the Bermuda Companies

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Act, or (c) partly cancelled and partly held as Treasury Shares, depending on the needs of the Company and as the Directors deem fit in the interests of the Company at that time.

Under the Bermuda Companies Act, any Share which is purchased by the Company is deemed cancelled immediately on purchase or acquisition (and all rights and privileges attached to that Share will expire on such cancellation) unless such Share is purchased or acquired to be held, and is held by the Company as a Treasury Share. When Shares purchased or acquired by the Company are cancelled and not held as Treasury Shares, the issued share capital of the Company will be diminished by the nominal value of such Shares purchased or acquired by the Company. This shall not be taken as reducing the Company's authorised share capital.

Any Shares purchased or acquired by the Company (and not held as Treasury Shares by the Company) and canceled will automatically be delisted by the SGX-ST and (where applicable) all certificates in respect thereof will be cancelled and destroyed by the Company as soon as reasonably practicable following the settlement of any such purchase.

2.5 Treasury Shares

Under the Bermuda Companies Act, a company may purchase its own shares if authorised by its memorandum of association or bye-laws. Some provisions on treasury shares under the Bermuda Companies Act and the Catalist Rules are summarised below:

2.5.1 Maximum Holdings

The shares so purchased may either be cancelled or held as treasury shares. If the shares purchased are cancelled, the company's issued, but not its authorised share capital will be diminished accordingly. Under the laws of Bermuda, if a company holds shares as treasury shares, the company shall be entered in the register of members as the member holding the shares but the company is not permitted to exercise any rights in respect of those shares (including any right to attend and vote at meetings), and any purported exercise of such right is void.

A company may not acquire its own shares to be held as treasury shares if, as a result of the acquisition, all of the company's issued shares, other than the shares to be held as treasury shares, would be non-voting shares.

No acquisition by a company of its own shares may be effected if, on the date on which the acquisition is to be effected, there are reasonable grounds for believing that the company is, or after the acquisition would be, unable to pay its liabilities as they become due.

2.5.2 Voting and Other Rights

A company cannot exercise any right in respect of treasury shares including any right to attend and vote at meetings and any purported exercise of such a right is void.

In addition, no dividend may be paid, and no other distribution (whether in cash or otherwise) of the company's assets (including any distributions of assets to members on a winding up) may be made, to the company in respect of treasury shares. However, the making of an allotment of shares as fully paid bonus shares in respect of treasury shares is allowed and any such bonus shares shall be treated for the purposes of the Bermuda Companies Act as if they had been acquired by the company at the time they were allotted.

2.5.3 Disposal and Cancellation

Where shares are held as treasury shares, a company may, *inter alia*, at any time:-

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- (a) continue to hold all or any of such treasury shares;
- (b) dispose of or transfer all or any of the treasury shares for cash or other consideration; or
- (c) cancel all or any of the treasury shares.

A company may transfer any treasury shares for the purpose of or pursuant to an employee share option or award scheme. The number of shares held as treasury shares shall not at any time exceed 10.0% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the company.

Under Rule 704(31) of the Catalist Rules, an immediate announcement must be made of any sale, transfer, cancellation and/or use of treasury shares (in each case, the "**usage**"). Such announcement must include details such as the date of the usage, the purpose of the usage, the number of treasury shares comprised in the usage, the number of treasury shares before and after the usage, the percentage of the number of treasury shares comprised in the usage against the total number of issued shares (of the same class as the treasury shares) which are listed before and after the usage, and the value of the treasury shares if they are used for a sale or transfer, or cancelled.

2.6 Source of Funds

Under the Bermuda Companies Act, a purchase of shares may only be funded, so long as the company is solvent, out of the capital paid-up on the shares to be purchased, or out of the funds of the company which would otherwise be available for dividend or distribution, or out of the proceeds of a fresh issue of shares made for the purpose of the purchase and the premium payable on the purchase (i.e. the amount paid in excess of the nominal value of the shares to be purchased) must be provided for out of the funds of the company which would otherwise be available for dividend or distribution, or out of the company's share premium account before the shares are purchased. Any amount due to a shareholder by a company on purchase of its own shares may be (i) paid in cash, (ii) satisfied by the transfer of any part of the undertaking or property of the company having the same value or (iii) satisfied partly in cash and partly by the transfer of any part of the undertaking or property of the company having the same value.

In undertaking share purchases, the Company may only apply funds legally available for such purchase in accordance with the Bermuda Companies Act, the Bye-Laws and the applicable laws in Singapore. The Company may not purchase its Shares for consideration other than cash or, in the case of a Market Purchase, for settlement other than in accordance with the trading rules of the SGX-ST. No purchase or acquisition by the Company of its Shares may be effected if, on the date on which the purchase or acquisition is effected, there are reasonable grounds for believing that the Company is, or after the purchase or acquisition would be, unable to pay its liabilities as they become due.

The Company may use its internal resources of funds and/or external borrowings, or a combination of internal resources and external borrowings to finance the purchase or acquisition of its Shares.

Where a share purchase is made out of distributable profits, such purchase (excluding related brokerage, commission, goods and services tax, stamp duties, clearance fees and other related expenses) will correspondingly reduce the amount available for the distribution of cash dividends by the Company. Where a share purchase is made out of capital, the amount available for the distribution of cash dividends by the Company will not be reduced.

Where a share purchase is financed through internal resources, it will reduce the cash reserves of the Company, and thus the current assets and Shareholders' funds of the Company. This

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will result in an increase in the gearing ratios of the Company and a decline in the current ratios of the Company. The actual impact on the gearing and current ratios will depend on the number of Shares purchased or acquired and the prices at which the Shares are purchased or acquired.

Where a share purchase is financed through external borrowings or financing, there would be an increase in the gearing ratios of the Company and a decline in the current ratios of the Company, with the actual impact dependent on the number of Shares purchased or acquired and the prices at which the Shares are purchased or acquired. The Directors will only make purchases or acquisitions pursuant to the Share Buyback Mandate in circumstances which they believe will not result in any material adverse effect to the financial condition of the Company and would cause the Company to be insolvent.

2.7 Financial Effects

It is not possible for the Company to realistically calculate or quantify the impact of a Share purchase or acquisition made pursuant to the Share Purchase Mandate on the NTA value and EPS of the Company as the resultant effect would depend on, *inter alia*, whether the Shares are purchased or acquired out of profits and/or capital of the Company, the amount (if any) borrowed by the Company to fund the purchases or acquisitions, the aggregate number of Shares purchased or acquired, the purchase price paid at the relevant time for such Shares and whether the Shares purchased or acquired are held as Treasury Shares or cancelled.

The Company's total number of issued Shares will be diminished by the total number of the Shares purchased by the Company and which are cancelled. The net tangible assets of the Group will be reduced by the aggregate purchase price paid by the Company for the Shares.

For illustrative purposes only, the financial effects of the Share Purchase Mandate on the Company and the Group, based on the audited consolidated financial statements of the Group for FY2019, are based on the assumptions set out below.

2.7.1 Purchase or Acquisition of Shares made out of Capital and/or Profits

Where the consideration paid by the Company for the purchase or acquisition of Shares is made out of profits, such consideration (excluding any expenses incurred directly in the purchase or acquisition of Shares) will correspondingly reduce the amount available for the distribution of cash dividends by the Company. Where the consideration paid by the Company for the purchase or acquisition of Shares is made out of capital, the amount available for the distribution of dividends by the Company will not be reduced.

2.7.2 Number of Shares Purchased or Acquired

As at the Latest Practicable Date, the Company has 549,411,240 Shares in issue. The Company does not hold any Treasury Shares and does not have any subsidiary holdings.

Purely for illustrative purposes, on the basis of 549,411,240 Shares in issue as at the Latest Practicable Date, assuming that no further Shares are issued on or prior to the SGM and no Shares are purchased and held as Treasury Shares, not more than 54,941,124 Shares (representing 10.0% of the total number of issued Shares (excluding any Treasury Shares and subsidiary holdings)) may be purchased or acquired by the Company pursuant to the Share Purchase Mandate.

2.7.3 Maximum Price Paid for Shares Acquired or Purchased

- (a) In the case of Market Purchases by the Company, assuming that the Company purchases or acquires 54,941,124 Shares (representing 10.0% of the total number of issued Shares (excluding any Treasury Shares and subsidiary

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holdings) as at the Latest Practicable Date) at the Maximum Price of S\$0.97 (equivalent to US\$0.72)¹ for one Share (being the price equivalent to 105.0% of the Average Closing Price of the Shares for the five consecutive Market Days on which the Shares were traded on the SGX-ST immediately preceding the Latest Practicable Date), the maximum amount of funds required for the purchase or acquisition of the 54,941,124 Shares is approximately S\$53,292,890 (equivalent to US\$39,557,609)¹ (excluding ancillary expenses such as related brokerage, commission, goods and services tax, stamp duties, clearance fees and other related expenses (where applicable)).

- (b) In the case of Off-Market Purchases by the Company, assuming that the Company purchases or acquires 54,941,124 Shares (representing 10.0% of the total number of issued Shares (excluding any Treasury Shares and subsidiary holdings) as at the Latest Practicable Date) at the Maximum Price of S\$1.11 (equivalent to US\$0.83)¹ for one Share (being the price equivalent to 120.0% of the Average Closing Price of the Shares for the five consecutive Market Days on which the Shares were traded on the SGX-ST immediately preceding the Latest Practicable Date), the maximum amount of funds required for the purchase or acquisition of the 54,941,124 Shares is approximately S\$60,984,648 (equivalent to US\$45,601,133)¹ (excluding ancillary expenses such as related brokerage, commission, goods and services tax, stamp duties, clearance fees and other related expenses (where applicable)).

2.7.4 Illustrative Financial Effects

For illustrative purposes only and on the basis of the assumptions set out in Sections 2.7.1 to 2.7.3 above, as well as the following:

- (a) the purchases or acquisitions of the 54,941,124 Shares were carried out on 1 January 2019;
- (b) such purchase or acquisition of Shares is financed solely by the internal resources of the Company available as at 31 December 2019; and
- (c) the transaction costs incurred for such purchase or acquisition of Shares pursuant to the Share Purchase Mandate are assumed to be insignificant and have been ignored for the purpose of computing the financial effects,

the financial effects of the purchase or acquisition of 54,941,124 Shares (representing 10.0% of the total number of issued Shares (excluding any Treasury Shares and subsidiary holdings) as at the Latest Practicable Date) pursuant to the Share Purchase Mandate:

- (a) by way of purchases made entirely out of capital and held as Treasury Shares;
- (b) by way of purchases made entirely out of profits and held as Treasury Shares;
- (c) by way of purchases made entirely out of capital and cancelled; and
- (d) by way of purchases made entirely out of profits and cancelled,

on certain information derived from the audited consolidated financial statements of the Group and the Company for FY2019 are set out below:

¹ Based on the exchange rate of S\$1 : US\$0.7444 as at the Latest Practicable Date, as quoted by Bloomberg L.P.

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(A) Purchase made entirely out of capital and held as Treasury Shares

	Before Share Purchase	GROUP After Market Purchase	After Off- Market Purchase	Before Share Purchase	COMPANY After Market Purchase	After Off- Market Purchase
	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000
<u>As at 31 December 2019 (audited)</u>						
Share Capital	27,471	27,471	27,471	27,471	27,471	27,471
Share Premium	4,721	4,721	4,721	4,721	4,721	4,721
Reserves	631	631	631	585	585	585
Retained Earnings	30,747	30,747	30,747	(8,316)	(8,316)	(8,316)
Non-Controlling Interests	1,020	1,020	1,020	-	-	-
Treasury Shares	-	(39,558)	(45,601)	-	(39,558)	(45,601)
Total Shareholders' Equity	64,590	25,032	18,989	24,461	(15,097)	(21,140)
NTA ⁽¹⁾	58,419	18,868	12,825	24,332	(15,226)	(21,269)
Current Assets	75,291	75,291	75,291	18,223	18,223	18,223
Current Liabilities	41,402	80,960	87,003	18,380	57,938	63,981
Working Capital	33,889	(5,669)	(11,712)	(157)	(39,715)	(45,758)
Total Borrowings	42,536	82,094	88,137	3,750	43,308	49,351
Cash and Cash Equivalents	8,000	8,000	8,000	46	46	46
Number of Shares (in '000)	549,411	494,470	494,470	549,411	494,470	494,470
Financial Ratios						
NTA per Share ⁽²⁾ (cents)	10.63	3.82	2.59	4.43	(3.08)	(4.30)
Basic EPS ^{(3) (4)} (cents)	0.21	0.24	0.24	0.12	0.14	0.14
Current Ratio (times)	1.82	0.93	0.87	0.99	0.31	0.28
Gearing Ratio ⁽⁵⁾ (times)	0.66	3.28	4.64	0.15	(2.87)	(2.33)

(B) Purchases made entirely out of profits and held as Treasury Shares

	Before Share Purchase	GROUP After Market Purchase	After Off- Market Purchase	Before Share Purchase	COMPANY After Market Purchase	After Off- Market Purchase
	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000
<u>As at 31 December 2019 (audited)</u>						
Share Capital	27,471	27,471	27,471	27,471	27,471	27,471
Share Premium	4,721	4,721	4,721	4,721	4,721	4,721
Reserves	631	631	631	585	585	585
Retained Earnings	30,747	30,747	30,747	(8,316)	(8,316)	(8,316)
Non-Controlling Interests	1,020	1,020	1,020	-	-	-
Treasury Shares	-	(39,558)	(45,601)	-	(39,558)	(45,601)
Total Shareholders' Equity	64,590	25,032	18,989	24,461	(15,097)	(21,140)
NTA ⁽¹⁾	58,419	18,868	12,825	24,332	(15,226)	(21,269)
Current Assets	75,291	75,291	75,291	18,223	18,223	18,223
Current Liabilities	41,402	80,960	87,003	18,380	57,938	63,981
Working Capital	33,889	(5,669)	(11,712)	(157)	(39,715)	(45,758)

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	GROUP			COMPANY		
	Before Share Purchase	After Market Purchase	After Off- Market Purchase	Before Share Purchase	After Market Purchase	After Off- Market Purchase
	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000
Total Borrowings	42,536	82,094	88,137	3,750	43,308	49,351
Cash and Cash Equivalents	8,000	8,000	8,000	46	46	46
Number of Shares (in '000)	549,411	494,470	494,470	549,411	494,470	494,470
Financial Ratios						
NTA per Share ⁽²⁾ (cents)	10.63	3.82	2.59	4.43	(3.08)	(4.30)
Basic EPS ^{(3) (4)} (cents)	0.21	0.24	0.24	0.12	0.14	0.14
Current Ratio (times)	1.82	0.93	0.87	0.99	0.31	0.28
Gearing Ratio ⁽⁵⁾ (times)	0.66	3.28	4.64	0.15	(2.87)	(2.33)

(C) **Purchases made entirely out of capital and cancelled**

	GROUP			COMPANY		
	Before Share Purchase	After Market Purchase	After Off- Market Purchase	Before Share Purchase	After Market Purchase	After Off- Market Purchase
	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000
As at 31 December 2019 (audited)						
Share Capital	27,471	24,724	24,724	27,471	24,724	24,724
Share Premium	4,721	(32,090)	(38,133)	4,721	(32,090)	(38,133)
Reserves	631	631	631	585	585	585
Retained Earnings	30,747	30,747	30,747	(8,316)	(8,316)	(8,316)
Non-Controlling Interests	1,020	1,020	1,020	-	-	-
Treasury Shares	-	-	-	-	-	-
Total Shareholders' Equity	64,590	25,032	18,989	24,461	(15,097)	(21,140)
NTA ⁽¹⁾	58,419	18,868	12,825	24,332	(15,226)	(21,269)
Current Assets	75,291	75,291	75,291	18,223	18,223	18,223
Current Liabilities	41,402	80,960	87,003	18,380	57,938	63,981
Working Capital	33,889	(5,669)	(11,712)	(157)	(39,715)	(45,758)
Total Borrowings	42,536	82,094	88,137	3,750	43,308	49,351
Cash and Cash Equivalents	8,000	8,000	8,000	46	46	46
Number of Shares (in '000)	549,411	494,470	494,470	549,411	494,470	494,470
Financial Ratios						
NTA per Share ⁽²⁾ (cents)	10.63	3.82	2.59	4.43	(3.08)	(4.30)
Basic EPS ^{(3) (4)} (cents)	0.21	0.24	0.24	0.12	0.14	0.14
Current Ratio (times)	1.82	0.93	0.87	0.99	0.31	0.28
Gearing Ratio ⁽⁵⁾ (times)	0.66	3.28	4.64	0.15	(2.87)	(2.33)

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(D) Purchases made entirely out of profits and cancelled

	GROUP			COMPANY		
	Before Share Purchase US\$'000	After Market Purchase US\$'000	After Off- Market Purchase US\$'000	Before Share Purchase US\$'000	After Market Purchase US\$'000	After Off- Market Purchase US\$'000
As at 31 December 2019 (audited)						
Share Capital	27,471	27,471	27,471	27,471	27,471	27,471
Share Premium	4,721	4,721	4,721	4,721	4,721	4,721
Reserves	631	631	631	585	585	585
Retained Earnings	30,747	(8,811)	(14,854)	(8,316)	(47,874)	(53,917)
Non-Controlling Interests	1,020	1,020	1,020	-	-	-
Treasury Shares	-	-	-	-	-	-
Total Shareholders' Equity	64,590	25,032	18,989	24,461	(15,097)	(21,140)
NTA ⁽¹⁾	58,419	18,868	12,825	24,332	(15,226)	(21,269)
Current Assets	75,291	75,291	75,291	18,223	18,223	18,223
Current Liabilities	41,402	80,960	87,003	18,380	57,938	63,981
Working Capital	33,889	(5,669)	(11,712)	(157)	(39,715)	(45,758)
Total Borrowings	42,536	82,094	88,137	3,750	43,308	49,351
Cash and Cash Equivalents	8,000	8,000	8,000	46	46	46
Number of Shares (in '000)	549,411	494,470	494,470	549,411	494,470	494,470
Financial Ratios						
NTA per Share ⁽²⁾ (cents)	10.63	3.82	2.59	4.43	(3.08)	(4.30)
Basic EPS ⁽³⁾ ⁽⁴⁾ (cents)	0.21	0.24	0.24	0.12	0.14	0.14
Current Ratio (times)	1.82	0.93	0.87	0.99	0.31	0.28
Gearing Ratio ⁽⁵⁾ (times)	0.66	3.28	4.64	0.15	(2.87)	(2.33)

Notes:

- (1) NTA refers to net assets less intangible assets.
- (2) NTA per Share equals to NTA divided by the number of Shares outstanding as at the Latest Practicable Date.
- (3) Basic Earnings Per Share (EPS) equals to net profit attributable to owners of the Company divided by the weighted average number of Shares during FY2019.
- (4) Based on the total number of 549,411,240 issued Shares (excluding any Treasury Shares and subsidiary holdings) as at the Latest Practicable Date.
- (5) Gearing equals to total bank and other borrowings divided by total shareholders' equity.

Shareholders should note that the financial effects set out above, based on the respective assumptions stated above, are for illustration purposes only and are not necessarily representative of future financial performance. In particular, it is important to note that the above analysis is based on historical audited figures for FY2019 and is not necessarily representative of future financial performance of the Company. In addition, the actual impact will depend on, *inter alia*, the actual number and price of Shares that may be purchased or acquired by the Company and whether the Shares purchased or acquired are held in treasury or cancelled.

It should be noted that although the Share Purchase Mandate would authorise the Company to purchase or acquire up to 10.0% of the total number of issued Shares, the Company may not necessarily purchase or acquire or be able to purchase or acquire the entire 10.0% of the total number of issued Shares as mandated. In addition, the Company may cancel or hold in treasury all or part of the Shares purchased or acquired. The Company will take into account both

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financial and non-financial factors (for example, the public float of the Company, stock market conditions and the performance of the Shares) in assessing the relative impact of a share purchase or acquisition before execution.

2.8 Tax Implications

Shareholders who are in doubt as to their respective tax positions or any tax implications arising from the purchase or acquisition of Shares by the Company, including those who may be subject to tax in a jurisdiction outside Singapore, should consult their own professional advisers.

2.9 Listing Status of the Shares

The Catalist Rules requires a listed company to ensure that at least 10.0% of the total number of its issued shares (excluding preference shares, convertible equity securities and treasury shares) in a class that is listed is held by the public at all times. The word "public" is defined in the Catalist Rules as persons other than the directors and chief executive officer of the listed company, its substantial shareholders, or controlling shareholders and its subsidiaries, as well as the associates of such persons.

As at the Latest Practicable Date, approximately 490,642,757 Shares, representing approximately 89.3% of the total number of issued Shares (excluding any Treasury Shares and subsidiary holdings) are held by the public. Assuming that (a) the Company repurchased the maximum of 10.0% of the total number of issued Shares at the Latest Practicable Date from the public; and (b) the number of Shares held by the Substantial Shareholders and Directors remain unchanged, the percentage of Shares held by the public would be reduced to approximately 88.1% of the total number of issued Shares (excluding any Treasury Shares and subsidiary holdings).

Accordingly, the Company is of the view that there is a sufficient number of issued Shares held by public Shareholders which would permit the Company to undertake purchases or acquisitions of its issued Shares up to the full 10.0% limit pursuant to the Share Purchase Mandate without affecting the listing status of the Shares on the SGX-ST, and that the number of Shares remaining in the hands of the public will not fall to such a level as to cause market illiquidity or to affect orderly trading.

The Board, when purchasing Shares, will ensure (i) that there is a sufficient float for an orderly market in the Company's securities, and (ii) that the listing status of the Shares on the Catalist is not affected by such purchase.

2.10 Share Purchases in the Previous 12 Months

The Company has not purchased or acquired any Shares during the 12-month period preceding the Latest Practicable Date.

2.11 Limits on Shareholdings

The Company does not have any limits on the shareholding of any Shareholder.

2.12 Catalist Rules

Whilst the Catalist Rules do not expressly prohibit any purchase of shares by a listed company during any particular time or times, because the Company would be regarded as an "insider" in relation to any proposed purchase or acquisition of its issued Shares, the Company will not undertake any purchase or acquisition of Shares pursuant to the Share Purchase Mandate at any time after a price sensitive development has occurred or has been the subject of a consideration and/or decision of the Board until the price sensitive information has been publicly announced.

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In particular, in line with the best practices on securities dealings set out in Rule 1204(19) of the Catalist Rules, the Company will not purchase or acquire any Shares through Market Purchases or Off-Market Purchases during the period of one month immediately preceding the announcement of the Company's half-year and full-year financial statements (if the Company does not announce its quarterly financial statements) and the period of two weeks immediately preceding the announcement of the Company's financial statements for each of the first three quarters of the financial year and one month before the announcement of the Company's full-year financial statements (if the Company announces its quarterly financial statements, whether required by SGX-ST or otherwise), as the case may be, and ending on the date of announcement of the relevant financial statements.

2.13 Reporting Requirements

Under Rule 871 of the Catalist Rules, the Company shall report all purchase or acquisitions of its Shares to the SGX-ST no later than 9.00 a.m.:

- (a) in the case of a Market Purchase, on the Market Day following the day of purchase or acquisition of any of its Shares; and
- (b) in the case of an Off-Market Purchase under an equal access scheme, on the second Market Day after the close of acceptances of the offer.

Such announcement (which must be in the form of Appendix 8D to the Catalist Rules) must include, *inter alia*, details of the total number of Shares authorised for purchase, the date of the purchase, the total number of Shares purchased, the number of Shares cancelled, the number of Shares held as Treasury Shares, the purchase price per share or the highest and lowest prices paid for such Shares, as applicable, the total consideration (including stamp duties and clearing charges) paid or payable for the Shares, the number of Shares purchased as at the date of announcement (on a cumulative basis), the number of issued Shares (excluding any Treasury Shares and subsidiary holdings) and the number of Treasury Shares after the purchase.

2.14 Take-Over Code Implications

Appendix 2 of the Take-Over Code ("**Appendix 2**") contains the Share Buy-Back Guidance Note. The take-over implications arising from any purchase or acquisition of Shares by the Company pursuant to the Share Purchase Mandate are summarised below.

2.14.1 Obligation to make a Take-Over Offer

If, as a result of any purchase or acquisition by the Company of its Shares under the Share Purchase Mandate, the proportionate interest in the voting capital of the Company of a Shareholder and persons acting in concert with him increases, such increase will be treated as an acquisition for the purposes of Rule 14 of the Take-Over Code. If such increase results in a change of effective control, or, as a result of such increase, a Shareholder or group of Shareholders acting in concert obtains or consolidates effective control of the Company, such Shareholder or group of Shareholders acting in concert could become obliged to make a take-over offer for the Company under Rule 14 of the Take-Over Code.

Rule 14.1 of the Take-Over Code requires, *inter alia*, that, except with the consent of the SIC, where:

- (a) any person acquires, whether by a series of transactions over a period of time or not, shares which (taken together with shares held or acquired by persons

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acting in concert with him) carry 30.0% or more of the voting rights of a company; or

- (b) any person who, together with persons acting in concert with him, holds not less than 30.0% but not more than 50.0% of the voting rights and such person, or any person acting in concert with him, acquires in any period of six months additional shares carrying more than 1.0% of the voting rights,

such person shall extend immediately an offer on the basis set out below to the holders of any class of shares in the capital which carries votes and in which such person or persons acting in concert with him hold shares. In addition to such person, each of the principal members of the group of persons acting in concert with him may, according to the circumstances of the case, have the obligation to extend an offer.

The offer required to be made under the provisions of Rule 14.1 of the Take-Over Code shall, in respect of each class of shares in the capital involved, be in cash or be accompanied by a cash alternative at the Required Price.

For the above purposes, "**Required Price**" means in relation to the offer required to be made under the provisions of Rule 14.1 of the Take-Over Code, the offer shall be in cash or be accompanied by a cash alternative at a price in accordance with Rule 14.3 of the Take-Over Code which is the highest of the highest price paid by the offerors and/ or person(s) acting in concert with them for the shares (i) during the offer period and within the preceding six months; (ii) acquired through the exercise of instruments convertible into securities which carry voting rights within six months of the offer and during the offer period; or (iii) acquired through the exercise of rights to subscribe for, and options in respect of, securities which carry voting rights within six months of the offer or during the offer period; or at such price as determined by the SIC under Rule 14.3 of the Take-Over Code.

2.14.2 Persons Acting in Concert

Under the Take-Over Code, persons acting in concert comprise individuals or companies who, pursuant to an agreement or understanding (whether formal or informal), co-operate, through the acquisition by any of them of shares in a company to obtain or consolidate effective control of that company.

Unless the contrary is established, the Take-Over Code presumes, *inter alia*, the following individuals and companies to be persons acting in concert:

- (a) the following companies:
- (i) a company;
 - (ii) the parent company of (i);
 - (iii) the subsidiaries of (i);
 - (iv) the fellow subsidiaries of (i);
 - (v) the associated companies of any of (i), (ii), (iii) or (iv);
 - (vi) companies whose associated companies include any of (i), (ii), (iii), (iv) or (v); and

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- (vii) any person who has provided financial assistance (other than a bank in the ordinary course of business) to any of the above for the purchase of voting rights,

(for the purposes of the foregoing, a company is an associated company of another company if the second company owns or controls at least 20.0% but not more than 50% of the voting rights of the first mentioned company),

- (b) a company with any of its directors (together with their close relatives, related trusts as well as companies controlled by any of the directors, their close relatives and related trusts); and
- (c) the following persons and entities:
 - (i) an individual;
 - (ii) the close relatives of (i);
 - (iii) the related trusts of (i);
 - (iv) any person who is accustomed to act in accordance with the instructions of (i); and
 - (v) companies controlled by any of (i), (ii), (iii) or (iv); and (vi) any person who has provided financial assistance (other than a bank in the ordinary course of business) to any of the above for the purchase of voting rights.

The circumstances under which Shareholders, including Directors and persons acting in concert with them respectively, will incur an obligation to make a take-over offer under Rule 14 of the Take-Over Code after a purchase or acquisition of Shares by the Company are set out in Appendix 2.

2.14.3 Effect of Rule 14 and Appendix 2 of the Take-Over Code

In general terms, the effect of Rule 14 and Appendix 2 is that, unless exempted, Directors and persons acting in concert with them will incur an obligation to make a take-over offer for the Company under Rule 14 if, as a result of the Company purchasing or acquiring Shares, (a) the voting rights of such Directors and their concert parties would increase to 30.0% or more; or (b) if the voting rights of such Directors and their concert parties fall between 30.0% and 50.0% of the Company's voting rights, the voting rights of such Directors and their concert parties would increase by more than 1.0% in any period of six months. In calculating the percentages of voting rights of such Directors and their concert parties, Treasury Shares shall be excluded.

Under Appendix 2, a Shareholder not acting in concert with the Directors of the Company will not be required to make a take-over offer under Rule 14 if, as a result of the Company purchasing or acquiring Shares, the voting rights of such Shareholder in the Company would increase to 30.0% or more, or, if such Shareholder holds between 30.0% and 50.0% of the Company's voting rights, the voting rights of such Shareholder would increase by more than 1.0% in any period of six months. Such Shareholder need not abstain from voting in respect of the ordinary resolution authorising the Share Purchase Mandate.

Based on the interests of Substantial Shareholders as recorded in the Register of Substantial Shareholders as at the Latest Practicable Date, none of the Substantial Shareholders would become obliged to make a take-over offer for the Company under

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Rule 14 of the Take-Over Code as a result of the acquisition or purchase by the Company of 10.0% of its issued Shares as at the Latest Practicable Date. Further details of the Directors and Substantial Shareholders in the Shares as at the Latest Practicable Date are set out in Section 3 of this Circular.

The Directors are not aware of any Shareholder who may become obligated to make a mandatory take-over offer in the event that the Company purchases or acquires its Shares up to the full 10.0% limit pursuant to the Share Purchase Mandate.

The statements herein do not purport to be a comprehensive or exhaustive description of all implications that may arise under the Take-Over Code. Shareholders are advised to consult their professional advisers and/or the Securities Industry Council at the earliest opportunity as to whether an obligation to make a take-over offer would arise by reason of any purchase of Shares by the Company.

3. INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

3.1 Directors' Interests

As at the Latest Practicable Date, the interests of the Directors in the Shares before and after a Share purchase pursuant to the Share Purchase Mandate, assuming (a) the Company purchases 54,941,124 Shares; and (b) there is no change in the number of Shares (whether deemed or direct) held by the Directors are set out below:

Directors	Before the Share Purchase				After the Share Purchase	
	Direct Interest		Deemed Interest ⁽²⁾		Total Interest	
	No. of Shares	% ⁽¹⁾	No. of Shares	% ⁽¹⁾	% ⁽³⁾	
Clement Yang Ker-Cheng ⁽⁴⁾	24,673,285	4.49	33,075,198	6.02	11.68	
William Yang Weiyuan ⁽⁵⁾	-	-	1,000,000	0.18	0.20	
Lim Tai Toon ⁽⁶⁾	-	-	20,000	0.004	0.004	
Carol Yang Xiao-Qing	-	-	-	-	-	
Nieh Chien-Chung	-	-	-	-	-	

Notes:

- (1) Based on 549,411,240 Shares in issue as at the Latest Practicable Date.
- (2) Deemed interests refer to interests determined pursuant to Section 4 of the SFA.
- (3) Assuming the Company purchases or acquires the maximum number of Shares, being 54,941,124 Shares pursuant to the Share Purchase Mandate, the percentage after the Share Purchase is calculated based on 549,411,240 Shares.
- (4) Clement Yang Ker-Cheng is deemed to be interested in 18,506,621 shares and 14,568,577 shares held by South World Investment Ltd. and Maybank Kim Eng Securities Pte. Ltd., respectively.
- (5) William Yang Weiyuan is deemed to be interested in 1,000,000 shares acquired through his sub-brokerage account maintained with a Taiwan brokerage house.
- (6) Lim Tai Toon is deemed to be interested in 20,000 shares held by his wife, Mdm Wong Lai Kwan.

3.2 Substantial Shareholders' Interests

As at the Latest Practicable Date, based on the Register of Substantial Shareholders, there are no Substantial Shareholders other than Directors who are also Substantial Shareholders as set out above.

Save as disclosed above, other than through their respective shareholdings in the Company, none of the Directors or the Substantial Shareholders of the Company has any interest, whether directly or indirectly, in the Proposed Share Purchase Mandate to be proposed by way of an ordinary resolution at the SGM.

LETTER TO SHAREHOLDERS

4. DIRECTORS' RECOMMENDATION

The Directors, having considered, *inter alia*, the rationale for the Proposed Share Purchase Mandate, are of the opinion that the Proposed Share Purchase Mandate is in the best interests of the Company.

Accordingly, the Directors recommend that the Shareholders vote in favour of the ordinary resolution relating to the Proposed Share Purchase Mandate to be proposed at the SGM.

5. SPECIAL GENERAL MEETING

5.1 Date and time of SGM

The SGM, notice of which is set out on pages 29 to 33 of this Circular, will be held by way of electronic means on 18 December 2020 at 10.00 a.m. for the purpose of considering and, if thought fit, passing with or without modifications, the resolution set out in the Notice of SGM.

5.2 No attendance at SGM

Due to the current COVID-19 restriction orders in Singapore (including under the COVID-19 Act), **Shareholders and Investors will not be able to attend the SGM in person**. Instead, alternative arrangements have been put in place to allow Shareholders and Investors to participate at the SGM by:

- (a) watching the SGM proceedings via "live" audio-and-video webcast or listening to the SGM proceedings via "live" audio feed;
- (b) submitting questions in advance of the SGM; and/or
- (c) voting by appointing the Chairman of the SGM as proxy at the SGM.

Please refer to Section 7 of this Circular for further details on the alternative arrangements for the SGM.

6. NO DESPATCH OF PRINTED COPIES OF CIRCULAR, NOTICE OF SGM AND PROXY FORM

In line with the provisions under the COVID-19 Order, no printed copies of this Circular, the Notice of SGM and the Proxy Form in respect of the SGM will be despatched to Shareholders.

Instead, copies of this Circular, the Notice of SGM and the Proxy Form have been uploaded on SGXNET and are now also available on the following website at the following URL: <http://www.medtecs.com/en/about/investor-relations>.

A Shareholder will need an Internet browser and PDF reader to view these documents on SGXNET and the Company's designated website.

Shareholders are advised to read this Circular carefully in order to decide whether they should vote in favour of or against the ordinary resolution to be proposed at the SGM.

LETTER TO SHAREHOLDERS

7. ACTION TO BE TAKEN BY SHAREHOLDERS

7.1 Alternative arrangements

Alternative arrangements have been put in place to allow Shareholders to participate at the SGM as follows:

(a) Registration to attend the SGM via electronic means

The Company's Independent Director, Mr. Lim Tai Toon will be the Chairman of the SGM and will conduct the proceedings of the SGM by way of electronic means.

Shareholders and Investors will be able to watch these proceedings through a "live" audio-and-video webcast via their mobile phones, tablets or computers or listen to these proceedings through a "live" audio feed via telephone.

In order to do so, Shareholders and Investors must follow these steps:

- (i) Shareholders and Investors (including SRS Investors) who wish to follow the proceedings through a "live" webcast via their mobile phones, tablets or computers or listen to the proceedings through a "live" audio feed via telephone must pre-register at the URL <https://smartagm.sg/medtecsSGM2020> by no later than 10.00 a.m. on 15 December 2020 ("**Registration Cut-Off Time**") (being 72 hours before the time fixed for the SGM). Following verification, an email containing instructions on how to access the "live" webcast and audio feed of the proceedings of the SGM will be sent to authenticated members and Investors by 17 December 2020.

Shareholders and Investors who do not receive any email by 10.00 a.m. on 17 December 2020, but have registered by the Registration Cut-Off Time, should contact the Company at bcasmeetings@boardroomlimited.com.

Investors holding Shares through Depository Agents must contact their respective Depository Agents as soon as possible to indicate their interest in order for the Depository Agents to make the necessary arrangements for them to participate in the "live" broadcast of the SGM.

(b) Submission of questions in advance

Shareholders and Investors will not be able to ask questions "live" during the broadcast of the SGM. Shareholders and Investors who pre-register to watch the "live" audio-and-video webcast or listen to the "live" audio-only feed may submit questions related to the resolutions to be tabled for approval at the SGM in the following manner:

- (i) All questions must be submitted by 10.00 a.m. on 15 December 2020 (being 72 hours before the time fixed for the SGM) via the pre-registration website at the URL <https://smartagm.sg/medtecsSGM2020>.
- (ii) The Company will endeavour to address all substantial and relevant questions received from Shareholders relating to the resolution to be tabled for approval at the SGM during the SGM, having regard to the limited time available at the SGM. Where substantial and relevant questions submitted by Shareholders are unable to be addressed at the SGM due to the limited time available at the SGM to address all such questions, the Company will publish the responses to those questions which it is unable to address during the SGM on SGXNET and the Company's website at the URL <http://www.medtecs.com/en/about/investor-relations>.

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- (iii) The Company will, within one month after the date of the SGM, publish the minutes of the SGM on SGXNET and the Company's website, and the minutes will include the responses to the questions referred to above.
 - (iv) Please note that Shareholders and Investors will not be able to ask questions at the SGM "live" during the webcast and the audio feed, and therefore it is important for Shareholders and Investors to pre-register their participation in order to be able to submit their questions in advance of the SGM.
- (c) Voting by proxy only

Shareholders and Investors will not be able to vote online on the resolutions to be tabled for approval at the SGM. Instead, if Shareholders (whether individual or corporate) wish to exercise their voting rights at the SGM, they must submit a Proxy Form to **appoint the Chairman of the SGM** to vote on their behalf. The Chairman of the SGM will accept appointment as proxy for any Shareholder to vote in respect of the resolutions to be proposed at the SGM where such Shareholder has given specific instructions in a validly completed and submitted Proxy Form as to voting, or abstentions from voting. In submitting their Proxy Form:

- (i) Shareholders (whether individual or corporate) appointing the Chairman of the SGM as proxy must give specific instructions as to his manner of voting, or abstentions from voting, in the Proxy Form, failing which the appointment will be treated as invalid.
- (ii) The Proxy Form must be submitted to the Company by post and lodged at the office of the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623 by 10.00 a.m. on 16 December 2020 (being not less than 48 hours before the time appointed for the SGM).
- (iii) The Proxy Form is not valid for use by Investors and shall be ineffective for all intents and purposes if used or purported to be used by them. Investors (excluding SRS Investors) who wish to vote should approach their relevant intermediaries as soon as possible to specify his/her voting instructions. SRS Investors who wish to exercise their votes by appointing the Chairman of the SGM as proxy should approach their respective relevant intermediaries (including their respective SRS Approved Banks) to submit their voting instructions by 8 December 2020 on 10.00 a.m. in order to allow sufficient time for their respective relevant intermediaries to in turn submit a Proxy Form to appoint the Chairman of the SGM to vote on their behalf by 10.00 a.m. on 16 December 2020.

Shareholders should note that the Company may make further changes to its SGM arrangements (including but not limited to any applicable alternative arrangements as may be prescribed or permitted (as the case may be) under the COVID-19 Act and any regulations promulgated thereunder (including the COVID-19 Order) as well as other guidelines issued by the relevant authorities) as the COVID-19 situation evolves. Shareholders are advised to keep abreast of any such changes as may be announced by the Company from time to time on SGXNET or on the Company's website at the URL <http://www.medtecs.com/en/about/investor-relations>.

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7.2 Depositor not member

A Depositor will not be regarded as a member of the Company entitled to attend the SGM and to speak and vote thereat unless he is shown to have Shares entered against his name in the Depository Register as certified by CDP to the Company at least 72 hours before the SGM.

8. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Circular and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this Circular constitutes full and true disclosure of all material facts about the Proposed Share Purchase Mandate, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this Circular misleading. Where information in this Circular has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this Circular in its proper form and context.

9. INSPECTION OF DOCUMENTS

Subject to prevailing regulations, orders, advisories and guidelines relating to safe distancing which may be issued by the relevant authorities, the following documents are available for inspection at the Singapore office of the Company at 4F., 21 Merchant Road, Singapore 058267 during normal business hours for a period of three (3) months from the date of this Circular:

- (a) the Memorandum and Bye-Laws of the Company; and
- (b) the annual report of the Company for FY2019.

The annual report of the Company for FY2019 and the unaudited consolidated financial statements of the Group for the financial period ended 30 June 2020 may also be accessed via SGXNET.

Yours faithfully

For and on behalf of the Board of Directors of
MEDTECS INTERNATIONAL CORPORATION LIMITED

Clement Yang Ker-Cheng
Executive Chairman

NOTICE OF SPECIAL GENERAL MEETING

MEDTECS INTERNATIONAL CORPORATION LIMITED (Incorporated in Bermuda)

NOTICE OF SPECIAL GENERAL MEETING

This Notice has been made available on SGXNET and the Company's website and may be accessed at the URL <http://www.medtecs.com/en/about/investor-relations>. **A printed copy of this Notice will NOT be despatched to members.**

NOTICE IS HEREBY GIVEN that a Special General Meeting (the "**SGM**") of Medtecs International Corporation Limited (the "**Company**") will be held at Seletar Room, Holiday Inn Atrium, 317 Outram Rd, Singapore 169075 on 18 December 2020 at 10.00 a.m. for the purpose of considering and, if thought fit, passing, with or without amendments, the ordinary resolution set out below.

Due to the COVID-19-related safe distancing measures put in place in Singapore, members of the Company will not be able to attend the SGM in person. Please refer to the explanatory notes to this Notice of SGM for further details.

Unless otherwise defined, all terms defined in this notice of SGM shall have the same meanings as those defined or construed in the circular to Shareholders of the Company dated 25 November 2020.

ORDINARY RESOLUTION

THE PROPOSED ADOPTION OF THE SHARE PURCHASE MANDATE

That:

- (a) for the purposes of the Bermuda Companies Act and otherwise in accordance with the rules and regulations of the SGX-ST, the exercise by the Directors of all the powers of the Company to purchase or otherwise acquire issued ordinary shares in the capital of the Company (the "**Shares**") not exceeding in aggregate the Maximum Percentage (as hereafter defined), at such price(s) as may be determined by the Directors from time to time up to the Maximum Price (as hereafter defined), whether by way of:
- (i) on-market purchases through the SGX-ST's ready market, or as the case may be, on any other stock exchange on which the Shares may for the time being be listed and quoted (the "**Other Exchange**"), through one or more duly licensed stockbrokers appointed by the Company for the purpose ("**Market Purchases**"); and/or
 - (ii) off-market purchases in accordance with an equal access scheme or schemes as may be determined or formulated by the Directors as they consider fit as defined in Section 76C of the Companies Act ("**Off-Market Purchases**"),

and otherwise in accordance with all other laws and regulations and rules of the SGX-ST as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the "**Share Purchase Mandate**");

- (b) unless varied or revoked by the Company in general meeting prior to the next AGM, the authority conferred on the Directors pursuant to the Share Purchase Mandate may be exercised by the Directors 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 date on which the next annual general meeting of the Company is held;
 - (ii) the date on which the next annual general meeting of the Company is required by law to be held; and

NOTICE OF SPECIAL GENERAL MEETING

- (iii) the date on which the purchases or acquisitions of Shares by the Company pursuant to the Share Purchase Mandate are carried out to the full extent mandated; and
- (c) the Directors be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they may consider expedient or necessary to give effect to the transactions contemplated by this Resolution.

In this Resolution:

"Average Closing Price" means:

- (i) in the case of a Market Purchase, the average of the Closing Market Prices (as defined below) of a Share over the last five Market Days on which the Shares are transacted on the SGX-ST or, as the case may be, the Other Exchange on which the Shares are listed or quoted, immediately preceding the date of the Market Purchase by the Company; or
- (ii) in the case of an Off-Market Purchase, the average of the Closing Market Prices (as defined below) of a Share over the last five Market Days on which the Shares are transacted on the SGX-ST or, as the case may be, the Other Exchange, immediately preceding the date of the making of the offer pursuant to the Off-Market Purchase,

and deemed to be adjusted, in accordance with the Catalist Rules, for any corporate action that occurs during such five Market Day period and the day of the Market Purchase or, as the case may be, the date of the making of the offer pursuant to the Off-Market Purchase;

"Closing Market Price" means the last dealt price for a Share transacted through the SGX-ST's trading system as shown in any publication of the SGX-ST or other sources;

"date of the making of the offer" means the date on which the Company announces its intention to make an offer for the purchase or acquisition of Shares from Shareholders, stating therein the relevant terms of the equal access scheme for effecting the Off-Market Purchase;

"Market Day" means a day on which the SGX-ST is open for trading in securities;

"Maximum Percentage" means that number of issued Shares representing 10.0% of the issued Shares as at the date of the passing of this Resolution, unless the Company has, at any time during the Relevant Period, effected a reduction of the share capital of the Company in accordance with the applicable provisions of the Bermuda Companies Act, in which event the total number of issued Shares of the Company shall be taken to be the total number of issued Shares as altered by the capital reduction. Any Shares which are held as Treasury Shares will be disregarded for purposes of computing the 10.0% limit;

"Maximum Price" in relation to a Share to be purchased or acquired, means the purchase price (excluding related brokerage, commission, goods and services tax, stamp duties, clearance fees and other related expenses (where applicable)) which shall not exceed:

- (i) in the case of a Market Purchase, 105.0% of the Average Closing Price of the Shares; and
- (ii) in the case of an Off-Market Purchase pursuant to an equal access scheme, 120.0% of the Average Closing Price of the Shares; and

"Relevant Period" means the period commencing from the date on which the last annual general meeting of the Company was held and expiring on the date the next annual general

NOTICE OF SPECIAL GENERAL MEETING

meeting of the Company is held or is required by law to be held, whichever is the earlier, after the date of this Resolution.

By Order of the Board of Directors

Clement Yang Ker-Cheng
Executive Chairman
25 November 2020

Notes:

1. The SGM will be held on 18 December at 10.00 a.m. (Singapore time) at Seletar Room, Holiday Inn Atrium, 317 Outram Rd, Singapore 169075 (and any adjournment thereof). Notwithstanding the place in which the SGM is to be physically held, other than in respect of the Chairman, Directors and/or representatives of the Company present at such location, the SGM may be attended via electronic means pursuant to the Additional Guidance on the Conduct of General Meetings During Elevated Safe Distancing Period and checklist jointly issued by the Accounting and Corporate Regulatory Authority, the Monetary Authority of Singapore and Singapore Exchange Regulation on 13 April 2020 and last updated on 1 October 2020, which is based on the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. Printed copies of the Depositor Proxy Form will be sent to Depositors, but printed copies of this Notice of SGM and the Proxy Form will not be sent to members. Instead, this Notice of SGM and the Proxy Form, along with the Depositor Proxy Form, will be sent to members by electronic means via publication on the Company's website at the URL <http://www.medtecs.com/en/about/investor-relations> and the SGXNET.
2. The proceedings of the SGM will be broadcasted "live" through an audio-and-video webcast and an audio-only feed. Members and investors holding shares in the Company through relevant intermediaries (as defined in Section 181 of the Companies Act (Chapter 50 of Singapore)) ("**Investors**") (including investors holding shares through the Supplementary Retirement Scheme ("**SRS**") ("**SRS investors**")) who wish to follow the proceedings through a "live" webcast via their mobile phones, tablets or computers or listen to the proceedings through a "live" audio feed via telephone must pre-register at the URL <https://smartagm.sg/medtecsSGM2020> by no later than 10.00 a.m. on 15 December 2020 ("**Registration Cut-Off Time**"). Following verification, an email containing instructions on how to access the "live" webcast and audio feed of the proceedings of the SGM will be sent to authenticated members and Investors by 17 December 2020. Members and Investors who do not receive any email by 10.00 a.m. on 17 December 2020, but have registered by the Registration Cut-Off Time, should contact the Company at bcasmeetings@boardroomlimited.com.

Investors holding shares through Depository Agents must contact their respective Depository Agents as soon as possible to indicate their interest in order for the Depository Agents to make the necessary arrangements for them to participate in the "live" broadcast of the SGM.

3. Due to the current COVID-19 control and safe-distancing measures put in place in Singapore, members and Investors will not be able to attend the SGM in person. Members and Investors will also not be able to vote online on the resolutions to be tabled for approval at the SGM. A member (whether individual or corporate) must appoint the Chairman of the SGM ("**Chairman**") as his/her/its proxy to attend, speak and vote on his/her/its behalf at the SGM if such member wishes to exercise his/her/its voting rights at the SGM. The Chairman, as proxy, need not be a member of the Company. The instrument for the appointment of proxy ("**Proxy Form**") may be accessed at the Company's website at the URL <http://www.medtecs.com/en/about/investor-relations> or the SGXNET. Where a member (whether individual or corporate) appoints the Chairman as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the Proxy Form, failing which the appointment of the Chairman as proxy for that resolution will be treated as invalid.
4. The Chairman of the SGM, as proxy, need not be a member of the Company.
5. The Proxy Form is not valid for use by Investors and shall be ineffective for all intents and purposes if used or purported to be used by them. An Investor who wishes to vote should instead approach his/her relevant intermediary as soon as possible to specify his/her voting instructions. A SRS investor who wishes to vote should approach his/her SRS Operator at least 7 working days before the date of the SGM to submit his/her voting instructions. This is so as to allow sufficient time for the respective relevant intermediaries to in turn submit a Proxy Form to appoint the Chairman to vote on their behalf by 10.00 a.m. on 16 December 2020.
6. The Proxy Form must be submitted to the Company by post and lodged at the office of the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623, by 10.00 a.m. on 16 December 2020, being 48 hours before the time fixed for the SGM. A member who wishes to submit a Proxy Form must first download, complete and sign the Proxy Form, before submitting it by post to the address provided above.
7. In the case of members of the Company whose Shares are entered against their names in the Depository Register, the Company may reject any Proxy Form lodged if such members are not shown to have Shares entered against their names in the Depository Register (as defined in Part IIIA of the Securities and Futures Act (Chapter 289 of Singapore)), as at 72 hours before the time appointed for holding the SGM as certified by The Central Depository (Pte) Limited to the Company.
8. **Members and Investors will not be able to ask questions "live" during the broadcast of the SGM. All members and Investors may submit questions relating to the business of the SGM no later**

than 10.00 a.m. on 15 December 2020 via the pre-registration website at the URL <https://smartagm.sg/medtecsSGM2020>.

9. The Management and the Board of Directors of the Company will endeavour to address all substantial and relevant questions received from members and Investors relating to the resolution to be tabled for approval at the SGM during the SGM, having regard to the limited time available at the SGM. Where substantial and relevant questions submitted by members are unable to be addressed at the SGM due to the limited time available at the SGM to address all such questions, the Company will publish the responses to those questions which we are unable to address during the SGM on SGXNET and on the Company's website at the URL <http://www.medtecs.com/en/about/investor-relations> prior to the SGM.
10. A Depositor (who is not a natural person) whose name appears in the Depository Register and who wishes to vote at the SGM, should complete the Depositor Proxy Form and deposit the duly completed Depositor Proxy Form at the office of the Singapore Share Transfer Agent, Boardroom Corporate and Advisory Services Pte Ltd, at 50 Raffles Place, #32-01, Singapore Land Tower, Singapore 048623, by 10.00 a.m. on 16 December 2020, being 48 hours before the time fixed for holding the SGM.
11. All documents (including the Circular, Proxy Form, and this Notice of SGM) or information relating to the SGM have been, or will be, published on SGXNET and/or the Company's website at the URL <http://www.medtecs.com/en/about/investor-relations>. Printed copies of the documents, save for the Depositor Proxy Form which will be sent to Depositors, will not be despatched to members and Investors.
12. Shareholders should note that the Company may make further changes to its SGM arrangements (including but not limited to any applicable alternative arrangements as may be prescribed or permitted (as the case may be) under the COVID-19 Act and any regulations promulgated thereunder (including the COVID-19 Order) as well as other guidelines issued by the relevant authorities) as the COVID-19 situation evolves. Members and Investors are advised to keep abreast of any such changes as may be announced by the Company from time to time on SGXNET or on the Company's website at the URL <http://www.medtecs.com/en/about/investor-relations>.

Personal Data Privacy:

By submitting the Proxy Form appointing the Chairman to attend, speak and vote at the SGM and/or any adjournment thereof, a Depositor or a member of the Company consents to the collection, use and disclosure of the Depositor's or the member's personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of the appointment of the Chairman as proxy for the SGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the SGM (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.

This document has been prepared by the Company and its contents have been reviewed by the Company's sponsor, R & T Corporate Services Pte. Ltd. ("**Sponsor**"), for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited ("**Exchange**"). The Sponsor has not independently verified the contents of this document including the accuracy or completeness of any of the figures used, statements, opinions or other information made or disclosed.

This document has not been examined or approved by the Exchange. The Exchange assumes no responsibility for the contents of this document including the correctness of any of the statements or opinions made or reports contained in this document.

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