

# 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:

- 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
- 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:

- the date on which the next annual general meeting of the Company is held;
- the date on which the next annual general meeting of the Company is required by law to be held; and
- 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:

- 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
- 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:

- in the case of a Market Purchase, 105.0% of the Average Closing Price of the Shares; and
- 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 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](mailto: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.

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