

NOTICE OF ANNUAL GENERAL MEETING

This Notice and the accompanying Annual Report 2019 and proxy form have been made available on SGXNet. Printed copies of these documents will NOT be despatched to members of the Company (“Members”).

NOTICE IS HEREBY GIVEN that the Annual General Meeting (“AGM”) of HEALTHBANK HOLDINGS LIMITED (the “Company”) will be held by way of electronic means on Friday, 12 June 2020 at 10:00 a.m., for the following purposes:

AS ORDINARY BUSINESS

1. To receive and adopt the Directors’ Statement and the Audited Financial Statements for the financial year ended 31 December 2019 together with the Independent Auditor’s Report thereon. **(Resolution 1)**
2. To approve the payment of Directors’ fees of up to S\$90,000 for the financial year ending 31 December 2020, to be paid half-yearly in arrears. (2019: S\$79,167) **(Resolution 2)**
3. To re-elect Mr Peng Fei, a Director retiring pursuant to Regulation 107 of the Company’s Constitution.
(see explanatory note 1) **(Resolution 3)**
4. To re-elect Mr Peng Weile, a Director retiring pursuant to Regulation 107 of the Company’s Constitution.
(see explanatory note 2) **(Resolution 4)**
5. To re-elect Ms Lo Fui Chu, a Director retiring pursuant to Regulation 117 of the Company’s Constitution.
(see explanatory note 3) **(Resolution 5)**
6. To re-appoint Nexia TS Public Accounting Corporation as auditor of the Company and to authorise the Directors to fix their remuneration. **(Resolution 6)**

AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolutions (with or without amendments) as Ordinary Resolutions:

7. That pursuant to Section 161 of the Companies Act, Chapter 50 (the “Companies Act”) and Rule 806 of Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited (“SGX-ST”) (“Catalist Rules”), the Directors be authorised and empowered to:
(Resolution 7)
 - (a) (i) allot and issue shares in the capital of the Company (“Shares”) whether by way of rights, bonus or otherwise; and/or
 - (ii) make or grant offers, agreements or options (collectively, “Instruments”) that might or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) options, warrants, debentures or other instruments convertible into Shares,

at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit; and

- (b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue Shares in pursuance of any

Instrument made or granted by the Directors while this Resolution was in force,

provided that:

- (1) the aggregate number of Shares (including Shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) to be issued pursuant to this Resolution shall not exceed 100% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of Shares and Instruments to be issued other than on a pro rata basis to shareholders of the Company shall not exceed 50% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (2) below);
- (2) (subject to such calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (1) above, the percentage of the total issued Shares (excluding treasury shares and subsidiary holdings) shall be based on the total number of issued Shares (excluding treasury shares and subsidiary holdings) at the time of the passing of this Resolution, after adjusting for:
 - (a) new Shares arising from the conversion or exercise of any convertible securities;
 - (b) new Shares arising from the exercise of share options or vesting of share awards, provided that the share options or share awards (as the case may be) were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and
 - (c) any subsequent bonus issue, consolidation or subdivision of Shares.

Adjustments for (a) and (b) above are only to be made in respect of new Shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of the passing of this Resolution;

- (3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Catalist Rules for the time being in force (unless such compliance has been waived by the SGX-ST), all applicable legal requirements under the Companies Act and the Constitution of the Company for the time being; and
- (4) unless revoked or varied by the Company in a general meeting, such authority conferred by this Resolution shall continue in force until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is earlier.

(see explanatory note 4)

8. To transact any other business that may be properly transacted at an AGM.

BY ORDER OF THE BOARD

Peng Fei
Executive Director and CEO
28 May 2020
Singapore

Explanatory Notes:

1. Mr Peng Fei will, upon re-election as a Director, remain as the Executive Director and the Chief Executive Officer of the Company. Detailed information on Mr Peng Fei can be found under the sections entitled “Board of Directors” and “Additional Information on Directors Seeking Re-election” of the Company’s Annual Report 2019.
2. Mr Peng Weile will, upon re-election as a Director, remain as the Executive Director of the Company. Detailed information on Mr Peng Weile can be found under the sections entitled “Board of Directors” and “Additional Information on Directors Seeking Re-election” of the Company’s Annual Report 2019.
3. Ms Lo Fui Chu will, upon re-election as a Director, remain as the Independent Director of the Company, the Chairman of the Audit Committee and Remuneration Committee and a member of the Nominating Committee of the Company. She is considered independent for the purposes of Rule 704(7) of the Catalist Rules. Detailed information on Ms Lo Fui Chu can be found under the sections entitled “Board of Directors” and “Additional Information on Directors Seeking Re-election” of the Company’s Annual Report 2019.
4. The Ordinary Resolution 7 proposed in item 7 above, if passed, will empower the Directors of the Company, effective until the conclusion of the next AGM of the Company, or the date by which the next AGM of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is earlier, to issue Shares, make or grant Instruments convertible into Shares and to issue Shares pursuant to such Instruments, up to a number not exceeding, in total, 100% of the total number of issued Shares (excluding treasury shares and subsidiary holdings), of which up to 50% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) may be issued other than on a pro rata basis to shareholders of the Company.

Notes:

1. A Member (including a relevant intermediary*) entitled to vote at the AGM must appoint Chairman of the AGM to act as proxy and direct the vote at the AGM.
2. The instrument appointing the Chairman of the AGM as the proxy must be signed by the appointor or his/her/its attorney duly authorised in writing. Where the instrument appointing a proxy is executed by a corporation, it must be executed either under its common seal or under the hand of any officer or attorney duly authorised.
3. Where this instrument appointing a proxy or proxies is signed on behalf of the appointor by an attorney, the power of attorney or a notarially certified copy thereof (failing previous registration with the Company) must be lodged with this instrument of proxy, failing which this instrument of proxy may be treated as invalid.
4. Investors who hold shares under the Supplementary Retirement Scheme (“**SRS Investors**”) who wish to appoint the Chairman of the AGM as proxy should approach their respective SRS Operators to submit their votes at least seven (7) working days before the AGM and by 5:00 p.m. on 2 June 2020, in order to allow sufficient time for their respective SRS Operators to in turn submit a proxy form to appoint the Chairman of the AGM to vote on their behalf by the cut-off date.

IMPORTANT AGM NOTICE ON COVID-19

The AGM is being convened, and will be held, only by electronic means pursuant to 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 this Notice and the accompanying Annual Report 2019 and proxy form will not be sent to Members. Instead, these documents will be made available on SGXNet at the URL <https://www.sgx.com/securities/company-announcements>.

Alternative arrangements relating to, among others, attendance at the AGM via electronic means (including arrangements by which the AGM can be electronically accessed via live audio-visual webcast or live audio-only stream), submission of questions to the Chairman of the AGM in advance of the AGM, addressing of substantial and relevant questions prior to, or at the AGM and/or voting by appointing the Chairman of the AGM as proxy at the AGM, are set out below.

Due to the current COVID-19 situation and the related elevated safe distancing measures in Singapore, a Member (including a relevant intermediary*) will not be able to attend the AGM in person. A Member (whether individual or corporate) must appoint the Chairman of the AGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the AGM if such Member wishes to exercise his/her/its voting rights at the AGM.

* "relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act.

Members may participate at the AGM by taking note of the following steps:

1. Registration for Live Webcast

A Member will be able to follow the proceedings of the AGM through a live audio-visual webcast or live audio-only stream (collectively, "**Live Webcast**") via mobile phone, tablet, computer or any such electronic device.

In order to do so, a Member must pre-register **by no later than 10:00 a.m. on 10 June 2020** ("**Registration Deadline**"), at the URL <http://www.sg.conveneagm.com/healthbankholdings>, for authentication of their status as Members.

Members, who have been authenticated will receive email instructions to access the Live Webcast of the proceedings of the AGM by 10:00 a.m. on 11 June 2020. Members who have registered by the Registration Deadline but did not receive email instructions by 10:00 a.m. on 11 June 2020 may contact the Company by email at ken.lew@healthbankholdings.com for assistance.

Members must not forward the abovementioned email instructions to other persons who are not Members and who are not entitled to attend the AGM. This is also to avoid any technical disruptions or overload to the Live Webcast.

Investors who hold shares through relevant intermediaries as defined in Section 181(1C) of the Companies Act, including SRS Investors, and wish to participate in the AGM should, in addition to pre-registering, approach their respective agents, including SRS Operators, as soon as possible, so that the necessary arrangements can be made by the relevant agents for their participation in the AGM.

2. Members' Queries

Members will not be able to speak or ask questions during the Live Webcast, therefore it is important for them to submit their questions in advance of the AGM.

All questions must be submitted **by no later than 10:00 a.m. on 9 June 2020** to the Company:

(a) via the pre-registration website at the URL <http://www.sg.conveneagm.com/healthbankholdings>;

- (b) in hard copy **by post** to the registered office of the Company at 80 Raffles Place, #11-20 UOB Plaza 2, Singapore 048624; or
- (c) **via email** to ken.lew@healthbankholdings.com.

For verification purpose, when submitting any questions by post or via email, Members **MUST** provide the Company with their particulars (comprising full name (for individuals) / company name (for corporates), email address, contact number, NRIC / passport number / company registration number, shareholding type and number of shares held).

The Company will endeavour to address the substantial queries from Members prior to, or at the AGM and upload the Company's responses on the SGXNet. The minutes of the AGM, which include responses to substantial queries from the Members which are addressed during the AGM, shall thereafter be published on SGXNet, within one (1) month from the conclusion of the AGM.

Investors who hold shares through relevant intermediaries as defined in Section 181(1C) of the Companies Act, including SRS Investors, can submit their questions in relation to any resolution set out in the Notice of AGM upon pre-registration, however, they should, in addition to pre-registering, approach their respective agents as soon as possible, so that the necessary arrangements can be made by the relevant agents for their participation in the AGM.

3. Proxy Voting

A Member (including a relevant intermediary) will not be able to attend the AGM physically in person. If a Member (whether individual or corporate) wishes to exercise his/her/its voting rights at the AGM, he/she/it must appoint the Chairman of the AGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the AGM. The instrument appointing the Chairman of the AGM as proxy has been uploaded together with this Notice of AGM on SGXNet on the same day.

Members (whether individual or corporate) appointing the Chairman of the AGM as proxy must give specific instructions as to his/her/its manner of voting, or abstentions from voting, in the proxy form, failing which the appointment will be treated as invalid.

The instrument appointing the Chairman of the AGM as proxy must be submitted to the Company in the following manner:

- (a) **via** the **pre-registration website** at the URL <http://www.sg.conveneagm.com/healthbankholdings>;
- (b) if **by post**, to the registered office of the Company, at 80 Raffles Place, #11-20 UOB Plaza 2, Singapore 048624; or
- (c) if sent **by email**, to ken.lew@healthbankholdings.com

in either case, **not less than 48 hours** before the time for holding the AGM and at any adjournment thereof.

A Member who wishes to submit an instrument of proxy by (b) and (c) must first download the proxy form, which is available on SGXNet at the URL <https://www.sgx.com/securities/company-announcements>, complete and sign the proxy form, before submitting it by post to the address provided above, or scanning and sending it by email to the email address provided above. In view of the current COVID-19 situation and the related safe distancing measures which may make it difficult for Members to submit completed proxy forms by post, Members are strongly encouraged to submit completed proxy forms electronically via email.

Investors who hold shares through relevant intermediaries as defined in Section 181(1C) of the Companies Act, including SRS Investors, and wish to appoint the Chairman of the AGM as proxy, should approach their respective agents to submit their votes **by 5:00 p.m. on 2 June 2020**.

The Company shall be entitled to reject the instrument appointing the Chairman of the AGM as proxy if it is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing the Chairman of the AGM as proxy (such as in the case where the appointor submits more than one instrument of proxy).

In the case of shares entered in the Depository Register, a Depositor's name must appear on the Depository Register maintained by The Central Depository (Pte) Limited as at 72 hours before the time fixed for holding the AGM in order for the Depositor to be entitled to appoint the Chairman of the AGM as proxy.

The Annual Report 2019 has been uploaded on SGXNet on 15 April 2020.

IMPORTANT NOTICE: Due to the evolving COVID-19 situation in Singapore, the Company may change the AGM arrangements at short notice. The Company will announce any changes to the holding or conduct of the AGM via the SGXNet. Members are advised to check the SGXNet regularly for updates on the AGM.

Personal Data Privacy:

"Personal data" in this notice of AGM has the same meaning as "personal data" in the Personal Data Protection Act 2012, which includes, *inter alia*, the Member's name and its proxy's and/or representative's name, address and NRIC/Passport number. By submitting an instrument appointing the Chairman of the AGM as the proxy to attend, speak and vote at the AGM and/or any adjournment thereof, a Member of the Company consents to the collection, use and disclosure of 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 of the AGM as proxy for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the **"Purposes"**). The Member's personal data may be disclosed or transferred by the Company to its subsidiaries, its share registrar and/or other agents or bodies for any of the Purposes, and retained for such period as may be necessary for the Company's verification and record purposes. Sound and/or video recordings of the AGM may be made by the Company for record keeping and to ensure the accuracy of the minutes prepared of the AGM. Accordingly, the personal data of a Member of the Company (such as his/her name, his/her presence at the AGM and any questions he/she may raise or motions he/she proposes/seconds) may be recorded by the Company for such purpose.

*This Notice has been reviewed by the Company's sponsor, SAC Capital Private Limited (the **"Sponsor"**). This Notice has not been examined or approved by the Singapore Exchange Securities Trading Limited (the **"SGX-ST"**) and the SGX-ST assumes no responsibility for the contents of this Notice, including the correctness of any of the statements or opinions made, or reports contained in this Notice.*

The contact person for the Sponsor is Ms Lee Khai Yinn (+65 6232 3210) at 1 Robinson Road #21-00 AIA Tower, Singapore 048542.