

NOTICE OF ANNUAL GENERAL MEETING

HEALTHWAY MEDICAL CORPORATION LIMITED

(Company Registration Number 200708625C)
(Incorporated in the Republic of Singapore)

NOTICE IS HEREBY GIVEN that the Fourteenth Annual General Meeting (“**AGM**”) of Healthway Medical Corporation Limited (the “**Company**”) will be held by way of electronic means (via live webcast and audio only means) on Monday, 26 April 2021 at 2:00 p.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 2020 together with the Independent Auditor’s Report thereon. **(Resolution 1)**
2. To re-elect Dr Stephen Riady, a Director retiring pursuant to Regulation 98 of the Company’s Constitution and Rule 720(4) of the Listing Manual Section B: Rules of Catalist (“**Catalist Rules**”) of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”), and being eligible, has offered himself for re-election.
(see explanatory note 1) **(Resolution 2)**
3. To re-elect Mr Anand Kumar, a Director retiring pursuant to Regulation 98 of the Company’s Constitution and Rule 720(4) of the Catalist Rules of the SGX-ST, and being eligible, has offered himself for re-election.
(see explanatory note 2) **(Resolution 3)**
4. To re-elect Ms Aliza Knox, a Director retiring pursuant to Regulation 102 of the Company’s Constitution and Rule 720(4) of the Catalist Rules of the SGX-ST, and being eligible, has offered herself for re-election.
(see explanatory note 3) **(Resolution 4)**
5. To approve the payment of Directors’ fees of S\$175,510 for the financial year ended 31 December 2020. (2019: *S\$166,278.60) **(Resolution 5)**

*(*The directors’ fees for the financial year ended 31 December 2019 have been revised downward voluntarily from S\$184,754 to S\$166,278.60 and approved by the shareholders of the Company in the adjourned AGM FY2020 held on 6 July 2020. For detailed information, please refer to the Company’s announcements released to SGX-ST via SGXNet on 12 May 2020 and 6 July 2020, respectively.)*

6. To re-appoint Messrs Ernst & Young LLP as the Independent Auditor of the Company and to authorise the Directors to fix their remuneration. **(Resolution 6)**

NOTICE OF ANNUAL GENERAL MEETING

AS SPECIAL BUSINESS

To consider and if deemed fit, to pass, with or without modifications, the following Ordinary Resolutions:

7. The Proposed General Share Issue Mandate (the “**Share Issue Mandate**”) (Resolution 7)

“That pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore (the “**Companies Act**”), and Rule 806 of the Catalist Rules of the SGX-ST, authority be and is hereby given to the Directors of the Company (the “**Directors**”) to:

- (a) (i) allot and issue shares in the capital of the Company (the “**Shares**”) whether by way of rights, bonus or otherwise; and/or
- (ii) make or grant offers, agreements or options (collectively, “**Instruments**”) that might or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into Shares,

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

- (b) (notwithstanding that the authority conferred by this Resolution may have ceased to be in force) issue Shares in pursuance of any Instruments made or granted by the Directors while this Resolution was in force,

provided always that:

- (i) the aggregate number of Shares to be issued pursuant to this Resolution (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) shall not exceed one hundred per cent (100%) of the total issued Shares (excluding treasury shares and subsidiary holdings, if any) (as calculated in accordance with sub-paragraph (ii) below), of which the aggregate number of Shares to be issued other than on a *pro-rata* basis to existing shareholders of the Company (the “**Shareholders**”) (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) shall not exceed fifty per cent (50%) of the total issued Shares (excluding treasury shares and subsidiary holdings, if any) (as calculated in accordance with sub-paragraph (ii) below);
- (ii) (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (i) above, the percentage of total issued Shares shall be based on total issued Shares (excluding treasury shares and subsidiary holdings, if any) at the time of passing this Resolution, after adjusting for:
 - (1) new Shares arising from the conversion or exercise of any convertible securities outstanding at the time this authority is given;

NOTICE OF ANNUAL GENERAL MEETING

- (2) new Shares arising from the exercise of share options or vesting of share awards outstanding or subsisting at the time of passing this Resolution, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules of the SGX-ST; and
 - (3) any subsequent bonus issue, consolidation or subdivision of Shares;
 - (c) in exercising the authority conferred by this Resolution, the Directors shall comply with the provisions of the Catalist Rules of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST), all applicable legal requirements under the Companies Act, and otherwise, and the Company's Constitution for the time being; and
 - (d) (unless revoked or varied by the Company in a general meeting) this authority shall continue in force until the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required by law to be held, whichever is the earlier."
- (see explanatory note 4)

BY ORDER OF THE BOARD

Raymond Lam Kuo Wei
Leh Si Yuan
Joint Company Secretaries

8 April 2021
Singapore

NOTICE OF ANNUAL GENERAL MEETING

Explanatory Notes:

1. Dr Stephen Riady will, upon re-election as Director of the Company, remain as a Non-Independent Non-Executive Director of the Company. The detailed information on Dr Stephen Riady as recommended under the 2018 Code of Corporate Governance and as required under Rule 720(5) of Catalyst Rules of the SGX-ST can be found in the Annual Report 2020.
2. Mr Anand Kumar will, upon re-election as Director of the Company, remain as a Non-Independent Non-Executive Director of the Company. The detailed information on Mr Anand Kumar as recommended under the 2018 Code of Corporate Governance and as required under Rule 720(5) of Catalyst Rules of the SGX-ST can be found in the Annual Report 2020.
3. Ms Aliza Knox will, upon re-election as Director of the Company, remain as the Independent Director, and the members of each of the Nominating Committee, the Remuneration Committee and the Audit and Risk Committee. She will be considered independent for the purposes of Rule 704(7) of the Catalyst Rules of the SGX-ST. The detailed information on Ms Aliza Knox as recommended under the 2018 Code of Corporate Governance and as required under Rule 720(5) of Catalyst Rules of the SGX-ST can be found in the Annual Report 2020.
4. Under the Catalyst Rules of the SGX-ST, a share issue mandate approved by shareholders as an ordinary resolution will enable directors of an issuer to issue an aggregate number of new shares and/or convertible securities of the issuer of up to one hundred per cent (100%) of the total issued Shares (excluding treasury shares and subsidiary holdings, if any) as at the time of passing of the resolution approving the Share Issue Mandate, of which the aggregate number of new shares and/or convertible securities to be issued other than on a pro-rata basis to existing shareholders must be not more than fifty per cent (50%) of the total issued Shares of the issuer (excluding treasury shares and subsidiary holdings, if any).

The Directors are of the opinion that the Share Issue Mandate will enable the Company to respond faster to business opportunities and to have greater flexibility and scope in negotiating with third parties in potential fund raising exercises or other arrangements or transactions involving the capital of the Company.

The Ordinary Resolution 7 proposed in item 7 above, if passed, will empower the Directors from the date of the AGM until the date of the next annual general meeting is to be held or is required by law to be held, whichever is the earlier, to allot and issue shares and/or convertible securities in the capital of the Company. The aggregate number of shares and convertible securities which the Directors may allot and issue under this resolution, shall not exceed one hundred per cent (100%) of the Company's issued Shares (excluding treasury shares and subsidiary holdings, if any) of which the aggregate number of shares and/or convertible securities to be issued other than on a *pro-rata* basis to existing shareholders shall not exceed fifty per cent (50%) of the Company's issued Shares (excluding treasury shares and subsidiary holdings, if any) at the time of passing of this resolution. This authority will, unless previously revoked or varied at a general meeting, expire at the next annual general meeting of the Company.

NOTICE OF ANNUAL GENERAL MEETING

IMPORTANT NOTICE TO SHAREHOLDERS IN RELATION TO THE CONDUCT AND PROCEEDINGS OF THE COMPANY'S ANNUAL GENERAL MEETING ON 26 APRIL 2021 AT 2:00 P.M.

The board of directors (the "**Board**") of Healthway Medical Corporation Limited (the "**Company**") refers to the following:

- (a) the COVID-19 (Temporary Measures) Act 2020 passed by the Parliament on 7 April 2020 which enables the Minister for Law by order to prescribe alternative arrangements for listed companies in Singapore to, inter alia, conduct general meetings, either wholly or partly, by electronic communication, video conferencing, teleconferencing or other electronic means
- (b) the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 ("**COVID-19 Order**") which was gazetted on 13 April 2020 and subsequently amended on 14 April 2020 and 24 April 2020, and which sets out the alternative arrangements in respect of, inter alia, general meetings of companies;
- (c) the Joint Statement by the Accounting and Corporate Regulatory Authority, the Monetary Authority of Singapore and the Singapore Exchange Regulation on 13 April 2020 (and subsequently updated on 27 April 2020, 22 June 2020 and 1 October 2020), providing additional guidance on the conduct of general meetings during the period from 27 March 2020 to 30 June 2021; and
- (d) the amendments to the COVID-19 Order, which came into force on 29 September 2020 and has extended the meeting orders to 30 June 2021 and refined the Order to facilitate entities to hold meetings via electronic means.

In light of the above developments, to minimise physical interaction and COVID-19 transmission risks, the Company wishes to inform shareholders of the Company (the "**Shareholders**") that it will conduct its Annual General Meeting on 26 April 2021 (Monday) at 2:00 p.m. ("**AGM**") by way of electronic means pursuant to First Schedule of the COVID-19 Order, and the physical location for the AGM is purely to facilitate the conduct of the AGM by way of electronic means.

The Company will arrange for (i) a "live" webcast of the AGM, which allows Shareholders to view the proceedings of the AGM contemporaneously ("**Live Webcast**"); and (ii) audio only means (via telephone), which allows Shareholders to observe the proceedings of the AGM contemporaneously ("**Audio Only Means**"). Shareholders can **ONLY** participate in the AGM via Live Webcast or Audio Only Means. The Company will **NOT** accept any physical attendance by Shareholders at the physical location of the AGM, and any Shareholder will **NOT** be allowed to attend the AGM in person.

NOTICE OF ANNUAL GENERAL MEETING

Alternative arrangements are instead put in place to allow shareholders to participate in the AGM. Shareholders should note the following procedures and/or instructions to participate in the AGM via Live Webcast or Audio Only Means:

Participation in AGM proceedings via Live Webcast

1. A Shareholder of the Company (including CPF/SRS investors) or their corporate representatives (in the case of a Shareholder which is a legal entity) will be able to watch or listen to the proceedings of the AGM through a Live Webcast via mobile phone, tablet or computer. In order to do so, the Shareholder may pre-register from 8:00 p.m. on 8 April 2021 (Thursday) and must pre-register by **2:00 p.m. on 23 April 2021 (Friday)** (being not less than seventy-two (72) hours before the time fixed for the AGM) ("**Registration Deadline**"), at the following URL: https://conveneagm.sg/hmc_agm2021 (the "**HMC AGM Website**"), to create an account and to enable the Company to verify the Shareholders' status. Persons who hold shares through Relevant Intermediaries who wish to participate in the AGM by observing and/or listening to the AGM proceedings via "live" audio-and-visual website or "live" audio-only stream should approach his/her/its Relevant Intermediaries.
2. Following authentication of his/her/its status as a Shareholder of the Company, such Shareholder will receive an email on their authentication status and will be able to access the Live Webcast/listening to the proceedings of the AGM via Audio Only Means using the account created.
3. Shareholders who have pre-registered by the Registration Deadline but do not receive the aforementioned email by **12:00 noon on 25 April 2021 (Sunday)** should contact the Company at the following email address: hmcagm2021@healthwaymedical.com, with the following details included: (1) the Shareholder's full name; and (2) his/her/its identification/registration number.
4. Shareholders who are attending the AGM via Live Webcast are reminded that the AGM is private. Invitations to attend the AGM Live Webcast shall not be forwarded to anyone who is not a Shareholder of the Company or who is not authorised and/or authenticated to attend the AGM Live Webcast. Recording of the AGM Live Webcast in whatsoever form by the Shareholders is also strictly prohibited.
5. The Company seeks for Shareholders' indulgence during the Live Webcast and Audio Only Means in the event of any technical disruptions. Shareholders may go to "Contact Support" at the bottom of the following URL: https://conveneagm.sg/hmc_agm2021 (the "**HMC AGM Website**"), in the event if there is any technical issue for login pre-AGM.

Submission of questions prior to the AGM

6. A Shareholder of the Company (including CPF/SRS investors) may also submit questions relating to the resolutions to be tabled for approval at the AGM or the Company's businesses and operations. The Company will endeavour to address questions that are substantial and relevant. Persons who hold shares through Relevant Intermediaries who wish to submitting questions in advance of the AGM should approach his/her/its Relevant Intermediaries.
7. To do so, all questions must be submitted **no later than 5:00 p.m. on 16 April 2021 (Friday)** through any one of the following means:
 - (a) via the HMC AGM Website; or
 - (b) in physical copy by depositing the same at the Company's Share Registrar's office at Boardroom Corporate & Advisory Services Pte. Ltd., 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623; or
 - (c) by email to AGM.TeamE@boardroomlimited.com.

NOTICE OF ANNUAL GENERAL MEETING

8. If the questions are deposited in physical copy at the abovementioned address or sent via email, and in either case not accompanied by the completed and executed Proxy Form (as defined below), please state your question(s), your full name, NRIC/Passport Nos./Company Registration Nos. and number of shares held, and whether you are a Shareholder or a Corporate Representative of a Corporate Shareholder. Any question without these identification details will not be entertained.
9. Please note that substantial questions and relevant comments from Shareholders would be addressed by the Company on **22 April 2021 (Thursday) via the HMC AGM Website and on the SGXNet through an announcement after trading hours**. The responses from the Board and Management of the Company in respect of subsequent clarifications sought, or follow-up questions on substantial and relevant matters received prior to the AGM will thereafter be published on SGXNet and the Company's corporate website at <https://www.healthwaymedical.com/investorrelations/announcements/>, together with the minutes of the AGM, within one (1) month after the conclusion of the AGM.

Voting by Proxy to Chairman of AGM Only

10. If a Shareholder of the Company (whether individual or corporate) wishes to exercise his/her/its voting rights at the AGM, he/she/it must appoint the Chairman of the Meeting as his/her/its proxy to vote on his/her/its behalf at the AGM. In appointing the Chairman of the Meeting as proxy, such Shareholder (whether individual or corporate) must give specific instructions as to voting, or abstentions from voting, in the instrument appointing the Chairman of the Meeting as proxy ("**Proxy Form**"), failing which the appointment will be treated as invalid.
11. The Chairman of the Meeting, as proxy, need not be a Shareholder of the Company.
12. The Proxy Form must be submitted through any one of the following means:
 - (a) by depositing a physical copy at the Company's Share Registrar's office at Boardroom Corporate & Advisory Services Pte. Ltd., 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623; or
 - (b) by sending a copy of the completed and executed Proxy Form via email to AGM.TeamE@boardroomlimited.com, in each case, no later than **2:00 p.m. on 24 April 2021 (Saturday)** (being not less than forty-eight (48) hours before the time fixed for the AGM).

To minimise physical interactions and COVID-19 transmission risks, Shareholders of the Company are strongly encouraged to submit completed proxy forms electronically via email.

13. In the case of submission of the Proxy Form, the Proxy Form must be executed under the hand of the appointor or of his attorney duly authorised in writing. Where the Proxy Form is executed by a corporation, it must be executed under its common seal or under the hand of its officer or attorney duly authorised. Where the Proxy Form is signed on behalf of the appointor by an attorney, the power of attorney (or other authority) or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the Proxy Form, failing which the Proxy Form may be treated as invalid.
14. A corporation which is a Shareholder may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative with respect to the AGM, in accordance with Section 179 of the Companies Act and the person so authorised shall upon production of a copy of such resolution certified by a director of the corporation to be a true copy, be entitled to exercise the powers on behalf of the corporation so represented as the corporation could exercise in person if it were an individual.

NOTICE OF ANNUAL GENERAL MEETING

15. The Company shall be entitled to reject the Proxy Form 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 Proxy Form.
16. In the case of a Shareholder of the Company whose shares are entered against his/her/its name in the Depository Register, the Company may reject any Proxy Form if the Shareholder, being the appointor, is not shown to have shares entered against his/her/its name in the Depository Register as at 72 hours before the time appointed for holding the AGM, as certified by The Central Depository (Pte) Limited to the Company.

Persons who hold shares through Relevant Intermediaries*

17. (a) Persons holding shares in the Company through Central Provident Fund (“CPF”) and Supplementary Retirement Scheme (“SRS”) (“**CPF/SRS investors**”) who wish to vote should approach their respective CPF Agent Banks or SRS Operators to submit his/her/its vote by **5:00 p.m. on 14 April 2021 (Wednesday), being seven (7) working days before the date of the AGM.**
- (b) Persons holding shares through relevant intermediaries (other than CPF/SRS investors) appointing the Chairman as proxy to attend, speak and vote on their behalf at the AGM, should contact the Relevant Intermediary* through which they hold such shares as soon as possible in order to make the necessary arrangements for them to participate in the AGM.

*A Relevant Intermediary is:

- (a) a banking corporation licensed under the Banking Act, Chapter 19 or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity; or
- (b) a person holding a capital markets services licence to provide custodial services under the Securities and Futures Act, Chapter 289 and who holds shares in that capacity; or
- (c) the Central Provident Fund Board established by the Central Provident Fund Act, Chapter 36, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Central Provident Fund Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

Documents for the AGM

18. Documents relating to the business of the AGM, which comprise the Company’s annual report for the financial year ended 31 December 2020, as well as the Notice of AGM and the Proxy Form for the AGM (“**Documents**”), have been published on SGXNet and the Company’s corporate website at <https://www.healthwaymedical.com/investor-relations/announcements/> on 8 April 2021. Printed copies of the Documents will **NOT** be sent to Shareholders. The Company also seeks Shareholders’ understanding and cooperation to adhere to the measures taken by the Company in light of the COVID-19 situation. Shareholders are advised to check on the Company’s announcement(s) on SGXNet or the Company’s corporate website for any changes or updates on this AGM, should there be any further measures recommended by the relevant authorities.

NOTICE OF ANNUAL GENERAL MEETING

Key dates/deadlines

Key dates	Actions
8:00 p.m. on 8 April 2021 (Thursday)	<ul style="list-style-type: none"> Shareholders may begin to pre-register at HMC AGM Website for Live Webcast/Audio Only Means of the AGM proceeding. Shareholders may begin to submit questions at HMC AGM Website.
5:00 p.m. on 14 April 2021 (Wednesday)	<ul style="list-style-type: none"> Deadline for CPF or SRS investors who wish to appoint the Chairman of the AGM as proxy to approach their respective CPF Agent Banks or SRS Operators to submit their votes.
5:00 p.m. on 16 April 2021 (Friday)	<ul style="list-style-type: none"> Deadline for shareholders to submit questions.
22 April 2021 (Thursday)	<ul style="list-style-type: none"> Company's responses on shareholders' questions and/or answers to frequently asked questions made available to shareholders on HMC AGM Website and on the SGXNet after trading hours.
2:00 p.m. on 23 April 2021 (Friday)	<ul style="list-style-type: none"> Deadline for shareholders to pre-register for Live Webcast/Audio Only Means of the AGM proceeding.
2:00 p.m. on 24 April 2021 (Saturday)	<ul style="list-style-type: none"> Deadline for shareholders to submit proxy forms appointing the Chairman of the AGM as proxy in respect of the resolutions tabled for approval at the AGM.
12:00 noon on 25 April 2021 (Sunday)	<ul style="list-style-type: none"> Authenticated shareholders will receive an email which will contain: <ul style="list-style-type: none"> (a) user ID and password details as well as the link to access the Live Webcast; and (b) a PIN code and the toll-free telephone number to access the Audio Only Means of the AGM proceeding (Collectively, the "Confirmation Email"). Shareholders who do not receive the Confirmation Email by 12:00 noon on 25 April 2021 (Sunday), but have registered by the 23 April 2021 (Friday) deadline should contact the Company at the following email address: hmcagm2021@healthwaymedical.com, with the following details included: <ul style="list-style-type: none"> (a) the Shareholder's full name; and (b) his/her/its identification/registration number.

NOTICE OF ANNUAL GENERAL MEETING

Key dates	Actions
Date and time of AGM – 2:00 p.m. on 26 April 2021 (Monday)	<ul style="list-style-type: none">Click on the link in the Confirmation Email and enter the user ID and password to access the Live Webcast of the AGM proceeding; orCall the toll-free telephone number in the Confirmation Email and key in the PIN code to access the Audio Only Means of the AGM proceeding. <p>Shareholders may go to “Contact Support” at the bottom of the HMC AGM Website, in the event if there is any technical issue for login pre-AGM or during AGM.</p>

Personal data privacy:

By pre-registering for the Live Webcast/Audio Only Means, submitting a Proxy Form appointing the Chairman of the Meeting as proxy to vote at the AGM and/or any adjournment thereof, and/or submitting questions relating to the resolutions to be tabled for approval at the AGM or the Company's businesses and operations, a Shareholder of the Company consents to the collection, use and disclosure of the Shareholder's personal data by the Company (or its agents or service providers) for the following purposes:

- (i) processing and administration by the Company (or its agents) of proxy forms appointing the Chairman of the Meeting as a proxy for the Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the Meeting (including any adjournment thereof);
- (ii) processing of the registration for purpose of granting access to Shareholders (or their corporate representatives in the case of Shareholders which are legal entities) to the Live Webcast or Audio Only Means to observe the proceedings of the Meeting and providing them with any technical assistance where necessary;
- (iii) addressing relevant and substantial questions from Shareholders received before the Meeting and if necessary, following up with the relevant Shareholders in relation to such questions;
- (iv) preparation and compilation of the attendance list, proxy lists, minutes and other documents relating to the Meeting (including any adjournment thereof); and
- (v) enabling the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines by the relevant authorities.

Photographic, sound and/or video recordings of the Meeting may be made by the Company for record keeping and to ensure the accuracy of the minutes prepared of the Meeting. Accordingly, the personal data of a Shareholder of the Company (such as his name, his presence at the Meeting and any questions he may raise or motions he propose/second) may be recorded by the Company for such purpose.