



**ALPHA DX GROUP LIMITED**  
(Company Registration No. 200310813H)  
(Incorporated in the Republic of Singapore)

### **NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the Annual General Meeting (“AGM”) of Alpha DX Group Limited (the “Company”) will be held by way of electronic means on Friday, 30 April 2021 at 2.00 p.m. to transact the following business:

#### **AS ORDINARY BUSINESS**

1. To receive and adopt the Directors’ Statement and the Audited Financial Statements of the Company for the financial year ended 31 December 2020 together with the Auditors’ Report thereon. **(Resolution 1)**
2. To re-elect Mr. Tan Ser Ko, a Director of the Company retiring pursuant to Article 104 of the Constitution of the Company. (See Explanatory Note (i)) **(Resolution 2)**
3. To re-elect Mr. Max Ng Chee Weng, a Director of the Company retiring pursuant to Article 104 of the Constitution of the Company. (See Explanatory Note (i)) **(Resolution 3)**
4. To re-elect Mr. Yoshiyasu Naruse, a Director of the Company retiring pursuant to Article 114 of the Constitution of the Company. (See Explanatory Note (ii)) **(Resolution 4)**
5. To re-elect Mr. Chang Chi Hsung, a Director of the Company retiring pursuant to Article 114 of the Constitution of the Company. (See Explanatory Note (iv)) **(Resolution 5)**
6. To re-elect Ms. Michiko Koyano, a Director of the Company retiring pursuant to Article 114 of the Constitution of the Company. (See Explanatory Note (v)) **(Resolution 6)**
7. To approve the payment of Directors’ fees of up to S\$270,000 for the financial year ending 31 December 2021, to be paid quarterly in arrears (FY2020: S\$180,000) **(Resolution 7)**
8. To re-appoint Messrs Nexia TS Public Accounting Corporation as the Auditor of the Company and to authorise the Directors of the Company to fix their remuneration. **(Resolution 8)**
9. To transact any other ordinary business which may properly be transacted at an AGM.

#### **AS SPECIAL BUSINESS**

To consider and if thought fit, to pass the following resolutions as Ordinary Resolutions, with or without any modifications:

10. **Authority to issue shares in the capital of the Company**

That pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore ("Companies Act") and Rule 806 of the Listing Manual Section B: Rules of the Catalist of the Singapore Exchange Securities Trading Limited ("SGX-ST") ("Catalist Rules"), authority be and hereby given to the Directors to:-

- (a) (i) issue shares in 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 Instruments 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 one hundred per cent. (100%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of shares to be issued other than on a pro rata basis to shareholders of the Company (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) shall not exceed fifty per centum (50%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with subparagraph (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 issued shares shall be based on the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time of the passing of this Resolution, after adjusting for:
  - (a) new shares arising from the conversion or exercise of the convertible securities;
  - (b) new shares arising from exercising 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 in accordance with (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) and the Constitution for the time being of the Company; and
- (4) unless revoked or varied by the Company in a general meeting, such authority 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 (vi))

**(Resolution 9)**

11. **Authority to allot and issue shares under the Alpha DX Group Performance Share Plan of the Company (“Performance Share Plan”)**

That pursuant to Section 161 of the Companies Act, authority be and is hereby given to the Directors to:

- (a) offer and grant awards (“Awards”) in accordance with the provisions of the Performance Share Plan; and
- (b) allot and issue from time to time such number of ordinary shares in the capital of the Company (the “Award Shares”) as may be required to be allotted and issued pursuant to the vesting of the Awards under the Performance Share Plan,

provided always that the aggregate number of Award Shares to be allotted and issued pursuant to the Performance Share Plan, when added to the number of new ordinary shares issued and issuable in respect of all Awards granted thereunder, and all ordinary shares issued and issuable in respect of all options granted or awards granted under any other share incentive schemes or share plans adopted by the Company and for the time being in force shall not exceed fifteen per centum (15%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) of the Company on the day preceding the relevant date of Award. (See Explanatory Note (vii))

**(Resolution 10)**

12. **Authority to issue shares under the Alpha DX Group Employee Share Option Scheme (“Scheme”)**

That pursuant to Section 161 of the Companies Act, the Directors be hereby authorised and empowered to offer and grant options in accordance with the rules of the Scheme and to issue from time to time such number of shares in the capital of the Company as may be required to be issued pursuant to the exercise of options granted by the Company under the Scheme, whether granted during the subsistence of this authority or otherwise, provided always that the aggregate number of additional ordinary shares to be issued pursuant to the Scheme, when added to the number of shares issued and issuable in respect of such Scheme and other shares issued and/or issuable under other share-based incentive schemes of the Company, shall not exceed fifteen per centum (15%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company from time to time and that such authority shall, unless revoked or varied by the Company in a general meeting, 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 (viii))

**(Resolution 11)**

By Order of the Board

Tan Wee Sin  
Secretary  
Singapore, 15 April 2021

## Explanatory Notes:

- (i) Mr. Tan Ser Ko (“Mr. Tan”) will, upon re-election as a Director of the Company, remain as Non-Independent Non-Executive Director and a member of the Remuneration Committee (“RC”) and Nominating Committee (“NC”) of the Company. Please refer to the sections entitled “Board of Directors” and “Corporate Governance Report” in the Annual Report for more information on Mr. Tan.
- (ii) Mr. Max Ng Chee Weng (“Mr. Max Ng”) will, upon re-election as a Director of the Company, remain as Independent Non-Executive Director, Chairman of the RC and a member of the Audit Committee (“AC”) and NC of the Company. Please refer to the sections entitled “Board of Directors” and “Corporate Governance Report” in the Annual Report for more information on Mr. Max Ng.
- (iii) Mr. Yoshiyasu Naruse (“Mr. Naruse”) will, upon re-election as a Director of the Company, remain as Non-Independent Non-Executive Director of the Company. Please refer to the sections entitled “Board of Directors” and “Corporate Governance Report” in the Annual Report for more information on Mr. Naruse.
- (iv) Mr. Chang Chi Hsung (“Mr. Chang”) will, upon re-election as a Director of the Company, remain as Independent Non-Executive Director, Chairman of the AC and a member of the RC of the Company. Please refer to the sections entitled “Board of Directors” and “Corporate Governance Report” in the Annual Report for more information on Mr. Chang.
- (v) Ms. Michiko Koyano (“Ms. Koyano”) will, upon re-election as a Director of the Company, remain as Independent Non-Executive Director and Chairman of the NC of the Company. Please refer to the sections entitled “Board of Directors” and “Corporate Governance Report” in the Annual Report for more information on Ms. Koyano.
- (vi) The Ordinary Resolution (9), if passed, will empower the Directors from the date of this AGM until the date 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 the 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, one hundred per centum (100%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company, of which up to fifty per centum (50%) may be issued other than on a pro-rata basis to shareholders of the Company.

For determining the aggregate number of shares that may be issued, the percentage of issued shares in the capital of the Company will be calculated based on the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time this Ordinary Resolution is passed after adjusting for new shares arising from (i) the conversion or exercise of the convertible securities, (ii) the exercise of share options or the vesting of share awards and (iii) any subsequent bonus issue, consolidation or subdivision of shares. Adjustments with regards to (i) and (ii) 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.

- (vii) The Ordinary Resolution (10), if passed, will empower the Directors to grant Awards under the Performance Share Plan and to allot and issue Award Shares pursuant to the vesting of Awards under the Performance Share Plan and such other share incentive schemes or share plans adopted by the Company for the time being in force, provided that the aggregate number of ordinary shares to be issued shall not exceed fifteen per centum (15%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company on the day preceding the relevant date of Award.
- (viii) The Ordinary Resolution (11), if passed, will empower the Directors, 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 the earlier, to issue shares in the Company pursuant to the exercise of options granted or to be granted under the Scheme up to a number not exceeding in aggregate, when added to the number of shares issued and issuable in respect of such Scheme and other shares issued and/or issuable under other share-based incentive schemes or share plans of the Company, fifteen per centum (15%) of the total number of issued shares

(excluding treasury shares and subsidiary holdings) in the capital of the Company from time to time.

## Notes:

### Participation in the AGM via Webinar

1. As the AGM will be held by way of electronic means, Shareholders will NOT be able to attend the AGM in person. All Shareholders or their corporate representative (in the case of Shareholders which are legal entities) will be able to participate in the AGM proceeding by accessing a live webcast or live audio feed. To do so, Shareholders must pre-register at the pre-registration website at the <http://alpha-dxAGM.zionext.com> from 15 April 2021 till **2.00 p.m. on 26 April 2021** to enable the Company to verify their status as Shareholders.
2. Following the verification, authenticated Shareholders will receive an email by 2.00 p.m. 28 April 2021. The email will contain login credentials and instructions to access the live audio-visual webcast of the AGM proceedings. Shareholders who do not receive an email by 28 April 2021, but have registered by 2.00 p.m. on 26 April 2021, should contact the Company at [enquiries@alpha-dx.com.sg](mailto:enquiries@alpha-dx.com.sg).
3. Shareholders are reminded not to congregate to watch the 'live' webcast and/or listen to the AGM proceedings and ensure that safe distancing measures are practised and to adhere to all government advisories and the COVID-19 (Temporary Measures) (Control Order) Regulations 2020.

### Voting by Proxy

1. Shareholders may only exercise their voting rights at the AGM via proxy voting.
2. Shareholders who wish to vote on the resolution at the AGM must appoint the Chairman of the AGM as their proxy to do so on their behalf. In the Proxy Form, a Shareholder should specifically direct the Chairman on how he is to vote for or vote against (or abstain from voting on) the resolution at the AGM.
3. The Chairman of the AGM, as proxy, need not be a Shareholder of the Company.
4. In appointing the Chairman of the AGM as proxy, a member (whether individual or corporate) must give specific instructions as to voting, or abstentions from voting in the Proxy Form, failing which the appointment will be treated as invalid.
5. If the appointor is a corporate, the instrument of proxy must be executed under seal or the hand of its duly authorised officer or attorney.
6. The instrument appointing the Chairman of the AGM as proxy must be submitted to the Company in the following manner:
  - (a) if submitted by post, be deposited at the registered office of the Company at **229 Mountbatten Road #01-11 Mountbatten Square Singapore 398007**; or
  - (b) if submitted electronically, be submitted via email to [sg.is.proxy@sg.tricorglobal.com](mailto:sg.is.proxy@sg.tricorglobal.com);

in either case not less than forty-eight (48) hours before the time appointed for holding the AGM (i.e. no later than **2.00 p.m. on 28 April 2021**).

**In view of the current COVID-19 situation and the related safe distancing measures which may make it difficult for Shareholders to submit the completed proxy forms by post, Shareholders are strongly encouraged to submit the completed proxy forms electronically via email.**

7. The Company shall be entitled to reject the instrument appointing the Chairman of the AGM as proxy if it is incomplete, improperly complete, 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 the appointor submits more than one instrument of proxy).

8. A Depositor's name must appear on the Depository Register maintained by The Central Depository (Pte) Limited at least 72 hours before the time fixed for holding the AGM in order for the Depositor to be entitled to vote on any or all of the resolution at the AGM by appointing the Chairman of the AGM as his/her proxy to do so on his/her behalf. In view of Section 81SJ(4) of the Securities and Futures Act (Cap. 289), Singapore, a Depositor shall not be regarded as a shareholder of the Company entitled to attend the AGM and to speak and vote thereat unless his/her name appears in the Depository Register maintained by the CDP at least seventy-two (72) hours before the AGM. Any Shareholder who is holding his/her shares via the CDP but whose name is not registered with the CDP seventy-two (72) hours before the AGM will not be entitled to attend and vote at the AGM. Accordingly, even if such shareholder deposits his/her proxy form forty-eight (48) hours before the AGM, the Chairman of the AGM who is appointed as his/her proxy will not be entitled to vote on his/her behalf at the AGM.
9. SRS Investors who wish to appoint the Chairman of the AGM as proxy should approach their respective SRS Operators at least seven (7) working days before the AGM (i.e. by **2.00 p.m. on 21 April 2021**), to ensure that their votes are submitted.

### **Access to documents or information relating to the AGM**

All documents and information relating to the business of the AGM (including the Annual Report and the Proxy Form) may be assessed on the Company's website at <https://alpha-dx.com.sg> and is also available on the SGXNet at the URL <https://www.sgx.com/securities/company-announcements>. Printed copies will NOT be sent to Shareholders.

### **Submitting questions in advance of the AGM**

1. Shareholders will not be able to ask questions during the live audio-visual webcast of the AGM proceedings. Therefore, it is important for Shareholders to pre-register and submit their questions in advance of the AGM.
2. Shareholders can submit questions related to the ordinary resolution to be tabled for approval at the AGM to the Chairman of the AGM, in advance, via email to the Company at [enquiries@alpha-dx.com.sg](mailto:enquiries@alpha-dx.com.sg) or in hard copy by sending personally or by post and lodging the same at the registered office of the Company. All questions must be submitted by **2.00 p.m. on 26 April 2021** and the Company will not be able to address questions received after the cut-off time and date. The Company will endeavour to address substantial and relevant questions (as may be determined by the Company in its sole discretion) received by **2:00 p.m. on 26 April 2021**, before Shareholders depositing the proxy forms appointing the Chairman of the AGM as a proxy for the AGM.

**In view of the current COVID-19 measures which may make it difficult for Shareholders to submit their questions by post, Shareholders are strongly encouraged to submit their questions electronically via email.**

3. The Company will publish the minutes of the AGM, including substantial and relevant comments or queries from shareholders relating to the agenda of the AGM, and responses from the Company, on SGXNet and/or the Company's website within one month after the date of AGM.

### **Personal Data Privacy**

By (a) submitting an instrument appointing the Chairman of the AGM as a proxy to vote at the AGM and/or any adjournment thereof, or (b) completing the Pre-registration in accordance with this Notice, or (c) submitting any question prior to the AGM in accordance with this Notice, 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) the processing and administration by the Company (or its agents or service providers) of proxy forms appointing the Chairman of the AGM as a proxy for the AGM (including any adjournment thereof);
- (ii) the processing of the Pre-registration for purposes of granting access to Shareholders (or their corporate representatives in the case of Shareholders which are legal entities) to the live webcast or live audio feed of the AGM proceedings and providing them with any technical assistance where necessary;
- (iii) addressing relevant and substantial questions from Shareholders received before the AGM and if necessary, following up with the relevant Shareholders in relation to such questions;
- (iv) the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the AGM (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.