

NOTICE OF ANNUAL GENERAL MEETING

All capitalised terms used in this Notice which are not defined herein shall, unless the context otherwise requires, have the same meaning ascribed to them in the Appendix to the Annual Report issued by the Company to Shareholders dated 31 March 2021.

NOTICE IS HEREBY GIVEN that the Annual General Meeting (“AGM”) of OUE LIPPO HEALTHCARE LIMITED (the “Company”) will be convened and held by way of electronic means on Thursday, 29 April 2021 at 2.00 p.m., for the following purposes:

AS ORDINARY BUSINESS:

- To receive and adopt the Directors' Statement and Audited Financial Statements of the Company and its subsidiaries for the financial year (“FY”) ended 31 December 2020 and the Auditors' Report thereon.
- To approve the payment of S\$570,000.00 as Directors' Fees for FY2020 (FY2019: S\$513,155).
- To re-appoint the following Directors retiring in accordance with the Company's Constitution and who, being eligible, offer themselves for re-appointment:
 - Mr. Yet Kum Meng
 - Mr. Roger Tan Chade Phang
 - Mr. Jackson Tay Eng Kiat
- To re-appoint Messrs KPMG LLP as the Company's Auditors and to authorize the Directors to fix their remuneration.

AS SPECIAL BUSINESS:

ORDINARY RESOLUTION – AUTHORITY TO ISSUE SHARES PURSUANT TO SECTION 161 OF THE COMPANIES ACT, CAP. 50 OF SINGAPORE

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution, with or without modifications:

- That pursuant to Section 161 of the Companies Act, Cap. 50 of Singapore (the “Companies Act”) and the Singapore Exchange Securities Trading Limited (“SGX-ST”) Listing Manual Section B: Rules of Catalist (the “Catalist Rules”) and notwithstanding the provisions of the Constitution of the Company, authority be and is hereby given to the Directors of the Company to:
 - issue shares in the capital of the Company (whether by way of rights, bonus or otherwise); and/or
 - make or grant offers, agreements or options (collectively, “instruments”) that may 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
 - (notwithstanding that 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:
 - 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) does not exceed one hundred per cent (100%) of the total number of issued shares excluding treasury shares and subsidiary holdings (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 shareholders of the Company (including shares to be issued in pursuance of instruments made or granted pursuant to this Resolution) does not exceed fifty per cent (50%) of the total number of issued shares excluding treasury shares and subsidiary holdings (as calculated in accordance with sub-paragraph (ii) below);
 - for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (i) above, the percentage of the total number of issued shares excluding treasury shares and subsidiary holdings shall be calculated 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:
 - new shares arising from the conversion or exercise of any convertible securities;
 - new shares arising from exercise of share options or vesting of share awards provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and
 - any subsequent bonus issue, consolidation or subdivision of shares;
 adjustments in accordance with sub-paragraphs (1) and (2) 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;
 - 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
 - unless revoked or varied by the Company in general meeting, the authority conferred by this Resolution 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.

SPECIAL RESOLUTION – THE PROPOSED ADOPTION OF THE NEW CONSTITUTION

To consider and, if thought fit, to pass the following resolution as a Special Resolution, with or without modifications:

- that the regulations contained in the New Constitution submitted to this meeting, as set out in the Appendix to the Annual Report dated 31 March 2021, be approved and adopted as the Constitution of the Company in substitution for, and to the exclusion of, the Existing Constitution; and
 - the Directors and each of them be and are hereby authorised to do and complete all such acts and things, including without limitation, executing all such documents and to approve any amendments, alteration or modification to any documents as they may consider necessary, desirable or expedient to give effect to this Special Resolution as they or he may think fit.

By Order of the Board

OUE Lippo Healthcare Limited

Fazilah Abdul Rahman
Company Secretary
31 March 2021
Singapore

EXPLANATORY NOTES:

- Resolution 3(a)** – Re-appointment of Mr. Yet Kum Meng as a Director retiring by rotation under Article 93 of the Company's Constitution.
Mr. Yet Kum Meng will, upon re-appointment, continue as the Chief Executive Officer and Executive Director of the Company. The profile of Mr. Yet Kum Meng can be found under the sections entitled “Board of Directors” and “Additional Information on Directors Seeking Re-appointment” in the Annual Report 2020.
- Resolution 3(b)** – Re-appointment of Mr. Roger Tan Chade Phang as a Director retiring by rotation under Article 93 of the Company's Constitution.
Mr. Roger Tan Chade Phang will, upon re-election, continue as the Lead Independent Director and the Chairman of the Nominating and Remuneration Committee and a member of the Audit and Risk Committee of the Company. The profile of Mr. Roger Tan Chade Phang can be found under the sections entitled “Board of Directors” and “Additional Information on Directors Seeking Re-appointment” in the Annual Report 2020. The Board of Directors considers him independent for the purpose of Rule 704(7) of the Catalist Rules.
- Resolution 3(c)** – Re-appointment of Mr. Jackson Tay Eng Kiat as a Director retiring by rotation under Article 93 of the Company's Constitution.
Mr. Jackson Tay Eng Kiat will, upon re-election, continue as an Independent Director and a member of the Nominating and Remuneration Committee and the Audit and Risk Committee of the Company. The profile of Mr. Jackson Tay Eng Kiat can be found under the sections entitled “Board of Directors” and “Additional Information on Directors Seeking Re-appointment” in the Annual Report 2020. The Board of Directors considers him independent for the purpose of Rule 704(7) of the Catalist Rules.
- Resolution 5** is to empower the Directors to issue shares in the capital of the Company and/or instruments (as defined above). The aggregate number of shares to be issued pursuant to Resolution 5 (including shares to be issued in pursuance of instruments made or granted) shall not exceed one hundred per cent (100%) of the total number of issued shares excluding treasury shares and subsidiary holdings, with a sub-limit of fifty per cent (50%) for shares issued other than on a *pro-rata* basis (including shares to be issued in pursuance of instruments made or granted pursuant to this Resolution) to shareholders.
For the purpose of determining the aggregate number of shares that may be issued, the percentage of the total number of issued shares excluding treasury shares and subsidiary holdings will be calculated based on the total number of issued shares excluding treasury shares and subsidiary holdings at the time of the passing of Resolution 5, after adjusting for (i) new shares arising from the conversion or exercise of any convertible securities; (ii) new shares arising from exercise of share options or vesting of share awards provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and (iii) any subsequent bonus issue, consolidation or subdivision of shares. The adjustments in accordance with (i) and (ii) 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 Resolution 5.

Personal Data Privacy:

By completing and submitting an instrument appointing the Chairman of the Meeting as 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, analysis and facilitation by the Company (or its agents or service providers) of the appointment of the Chairman of the Meeting 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, Catalist Rules, take-over rules, regulations and/or guidelines.

Notes:

- The AGM is being convened, and will be held, by way of 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 of AGM (“Notice”), the Annual Report 2020 and the accompanying Appendix to the Annual Report dated 31 March 2021, will not be sent to members. Instead, these documents will be sent to members by electronic means via announcement on the website of the SGX-ST at the URL <https://www.sgx.com/securities/company-announcements> and may also be accessed at the Company's website at the URL https://investor.ouelh.com/agm_egm.html.
- Alternative arrangements relating to attendance at the AGM via electronic means (including arrangements by which the AGM can be electronically accessed via “live” audio-and-video 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 either before or at the AGM and voting by appointing the Chairman of the AGM as proxy at the AGM, are set out in this Notice, which may be accessed at the Company's website at the URL https://investor.ouelh.com/agm_egm.html, and will also be made available on the website of the SGX-ST at the URL <https://www.sgx.com/securities/company-announcements>.
Registration to attend the AGM
- Due to the current COVID-19 situation in Singapore, members will not be able to attend the AGM in person. Shareholders, CPF Investors and SRS Investors who wish to follow the proceedings through a “live” audio-and-video webcast via their mobile phones, tablets or computers or listen to the proceedings through a “live” audio-only stream via telephone must pre-register at <http://www.ouelh.com/AGM2021.html> no later than 2.00 p.m. on 26 April 2021 (the “Registration Deadline”).** Following verification an email containing instructions on how to access the “live” audio-and-video webcast and “live” audio-only stream of the proceedings of the AGM will be sent to authenticated Shareholders, CPF Investors and SRS Investors by 12.00 noon on 28 April 2021.
Shareholders, CPF Investors and SRS Investors who do not receive any email by 12.00 noon on 28 April 2021, but have registered by the Registration Deadline, should contact the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at AGM.TeamE@boardroomlimited.com stating: (a) his/her/its full name; and (b) his/her/its identification/registration number.
An investor holding Shares through relevant intermediaries (as defined in Section 181 of the Companies Act) (“Investors”) (other than CPF Investors and SRS Investors) will not be able to pre-register at <http://www.ouelh.com/AGM2021.html> for the “live” broadcast of the AGM. An Investor (other than CPF Investors and SRS Investors) who wishes to participate in the “live” broadcast of the AGM should instead approach his/her relevant intermediary as soon as possible in order for the relevant intermediary to make the necessary arrangements to pre-register. The relevant intermediary is required to submit a consolidated list of participants (setting out in respect of each participant, his/her name, email address and NRIC/ Passport number) to the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., via email to AGM.TeamE@boardroomlimited.com no later than 2.00 p.m. on 26 April 2021.
Voting by proxy only
- A member (whether individual or corporate) must submit his/her/its instrument appointing the Chairman of the AGM as his/her/its proxy (the “Proxy Form”) 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.** The accompanying Proxy Form for the AGM will be announced together with this Notice and may be accessed at the Company's website at the URL https://investor.ouelh.com/agm_egm.html and the website of the SGX-ST at the URL <https://www.sgx.com/securities/company-announcements>.
Where a member (whether individual or corporate) appoints the Chairman of the AGM 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 of the AGM as proxy for that resolution will be treated as invalid.
CPF Investors and SRS Investors who wish to appoint the Chairman of the AGM as proxy should approach their respective CPF Agent Banks or SRS Agent Banks to submit their votes by 5.00 p.m. on 20 April 2021, being at least seven (7) working days before the date of the AGM.
- The Chairman of the AGM, as proxy, need not be a member of the Company.
- The Proxy Form must be submitted to the Company in the following manner:
 - if submitted electronically, be submitted via email to the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at AGM.TeamE@boardroomlimited.com; or
 - if submitted by post, be 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,
 in either case, by **2.00 p.m. on 27 April 2021** (being 48 hours before the time appointed for holding the AGM).
A member who wishes to submit the Proxy Form must first download, complete and sign the Proxy Form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.
Due to the current COVID-19 situation in Singapore 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.
Submission of questions in advance

- Members will not be able to ask questions during the “live” audio-and-video webcast or the “live” audio-only stream of the AGM and therefore it is important for Shareholders to submit their Questions Forms in advance of the AGM.** Members who wish to ask questions relating to the resolutions to be tabled at the AGM must complete and submit the Questions Form for the AGM, which will be announced together with this Notice and may be accessed at the Company's website at the URL https://investor.ouelh.com/agm_egm.html and will also be made available on the website of the SGX-ST at the URL <https://www.sgx.com/securities/company-announcements>.

- The Questions Form must be submitted to the Company in the following manner:
 - if submitted electronically, be submitted via email to the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at AGM.TeamE@boardroomlimited.com; or
 - if submitted by post, be 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,
 in either case, by **2.00 p.m. on 26 April 2021** (being three (3) Business Days before the time appointed for holding the AGM).
A member who wishes to submit the Questions Form must first download, complete and sign the Question Form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.
Due to the current COVID-19 situation in Singapore and the related safe distancing measures which may make it difficult for shareholders to submit completed Questions Forms by post, shareholders are strongly encouraged to submit completed Questions Forms electronically via email.

- The Company will endeavour to address all substantial and relevant questions relating to the resolutions to be tabled for approval at the AGM as received from members either prior to the AGM on the website of the SGX-ST at the URL <https://www.sgx.com/securities/company-announcements> and the Company's website at the URL https://investor.ouelh.com/agm_egm.html or during the AGM.

The Company will, within one (1) month after the date of the AGM, publish the minutes of the AGM on website of the SGX-ST and the Company's website, and the minutes will include the responses to the questions referred to above.