
NOTICE OF EGM

HYPHENS PHARMA INTERNATIONAL LIMITED

(Company Registration No. 201735688C)
(Incorporated in the Republic of Singapore)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting (“EGM”) of **Hyphens Pharma International Limited** (the “**Company**”) will be held at 8 Wilkie Road #03-01 Wilkie Edge Singapore 228095, on 26 April 2023 at 11:30 a.m. (or immediately after the conclusion of the Company’s Annual General Meeting to be held at 10:00 a.m. on the same day) for the purpose of considering and, if thought fit, passing with or without amendment, the ordinary resolutions as set out below.

*All capitalised terms used in this Notice of EGM which are not defined herein shall have the meanings ascribed to them in the circular to shareholders of the Company dated 10 April 2023 (the “**Circular**”).*

Shareholders should also note that Ordinary Resolution 2 is conditional upon the passing of Ordinary Resolution 1 as they are integral parts of the same transaction, but Ordinary Resolution 1 is not conditional upon the passing of Ordinary Resolution 2. This means that if Ordinary Resolution 1 is not passed, Ordinary Resolution 2 will not be passed and in the event where Ordinary Resolution 1 is passed but Ordinary Resolution 2 is not passed, the Company will proceed with the adoption of the DocMed ESOP contemplated in Resolution 1.

ORDINARY RESOLUTION 1: THE PROPOSED ADOPTION OF THE DOCMED TECHNOLOGY PTE. LTD. EMPLOYEE SHARE OPTION PLAN

That the employee share option plan to be named the “DocMed Technology Pte. Ltd. Employee Share Option Plan” (the “**DocMed ESOP**”), the rules of which have been set out in Appendix A to the Circular, be and is hereby approved and adopted, and the Directors of DocMed Technology Pte. Ltd. (“**DocMed**”) be and are hereby authorised:

- (a) to establish and administer the DocMed ESOP;
- (b) to modify and/or amend the DocMed ESOP from time to time provided that such modifications and/or amendments are effected in accordance with the rules of the DocMed ESOP and to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the DocMed ESOP; and
- (c) to offer and grant options (the “**Options**”) in accordance with the rules of the DocMed ESOP and to allot and issue new ordinary share(s) in the capital of DocMed (“**DocMed Ordinary Shares**”) or deliver from time to time such number of share(s) in DocMed held in treasury by DocMed (“**DocMed Treasury Shares**”) required pursuant to the exercise of the Options under the DocMed ESOP.

ORDINARY RESOLUTION 2: THE PROPOSED GRANT OF OPTIONS UNDER THE DOCMED TECHNOLOGY PTE. LTD. EMPLOYMENT SHARE OPTION PLAN TO MR. TIMOTHY CHEN

That subject to and contingent on the passing of Ordinary Resolution 1,

- (a) the proposed offer and grant to Mr. Timothy Chen, the CEO of DocMed, of Options pursuant to and in accordance with the rules of the DocMed ESOP, on the following terms, be and is hereby approved, and the Directors of DocMed be and are hereby authorised to allot and issue DocMed Ordinary Shares upon the exercise of such Options:

Proposed date of grant of Options : Following receipt of necessary approvals, including but not limited to that of the Shareholders, the shareholders of DocMed and the DocMed Remuneration Committee.

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Number of DocMed Ordinary Shares comprised in the proposed grant of Options	:	Up to 802,122 (representing 18% of the share capital of DocMed on a fully-diluted and as-converted basis) subject to the terms of the TC Employment Contract as amended by the TC Employment Contract Amendment Letter, and provided always that no more than 802,122 DocMed Ordinary Shares will be granted to Mr. Timothy Chen under the DocMed ESOP
Exercise Price	:	Regardless of the number of DocMed Ordinary Shares, no more than S\$1.00 in aggregate
Vesting Period	:	In accordance with Rule 9 of the proposed DocMed ESOP Rules

- (b) any Director of DocMed be and is hereby authorised to complete and to do all such acts and things, and to approve, modify, ratify and execute such documents, acts and things as they may consider necessary, desirable or expedient to give effect to this Resolution.

ORDINARY RESOLUTION 3: THE PROPOSED ADOPTION OF THE SHARE BUY-BACK MANDATE

That:

- (a) for the purposes of sections 76C and 76E of the Companies Act 1967 of Singapore (the “**Companies Act**”), the exercise by the Directors of the Company of all the powers of the Company to purchase or otherwise acquire issued ordinary shares in the capital of the Company not exceeding in aggregate the Prescribed Limit (as hereinafter defined), at such price(s) as may be determined by the Directors of the Company from time to time up to the Maximum Price (as hereinafter defined), whether by way of: (i) market purchases (each a “**Market Purchase**”) on the SGX-ST; and/or (ii) off-market purchases (each an “**Off-Market Purchase**”) effected otherwise than on the SGXST in accordance with any equal access schemes as may be determined or formulated by the Directors of the Company as they may, in their absolute discretion, deem fit, which schemes shall satisfy all the conditions prescribed by the Companies Act, and otherwise in accordance with all other laws, regulations and rules of the SGX-ST as may for the time being be applicable (the “**Share Buy-back Mandate**”);
- (b) the Directors of the Company may impose such terms and conditions which are not inconsistent with the Share Buy-back Mandate, the listing rules of the SGX-ST and the Companies Act, as they consider fit and in the interests of the Company in connection with or in relation to any equal access scheme(s);
- (c) any Share that is purchased or otherwise acquired by the Company pursuant to the Share Buy-back Mandate shall, at the absolute discretion of the Directors of the Company, either be cancelled or held in treasury and dealt with in accordance with the Companies Act;
- (d) unless varied or revoked by the Company in a general meeting, the authority conferred on the Directors of the Company pursuant to the Share Buy-back Mandate may be exercised by the Directors of the Company 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 earlier of:
- (i) the date on which the next annual general meeting of the Company (“**AGM**”) is held or is required by law to be held;
 - (ii) the date on which the Share Buy-backs pursuant to the Share Buy-back Mandate are carried out to the full extent mandated; or
 - (iii) the date on which the authority contained in the Share Buy-back Mandate is varied or revoked by the Company in a general meeting;

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(e) in this Resolution:

“Prescribed Limit” means the number of issued Shares representing not more than 10% of the total number of issued Shares (excluding Treasury Shares and Subsidiary Holdings), ascertained as at the date of passing of this Resolution, unless the Company has effected a reduction of the share capital of the Company in accordance with the applicable provisions of the Companies Act, at any time during the Relevant Period, in which event the total number of Shares shall be taken to be the total number of Shares as altered;

“Relevant Period” means the period commencing on and from the Approval Date, up to the earliest of:

- (i) the date on which the next AGM of the Company is held or required by law to be held;
- (ii) the date on which the Share Buy-backs pursuant to the Share Buy-back Mandate are carried out to the full extent mandated; or
- (iii) the date on which the authority conferred by the Share Buy-back Mandate is varied or revoked by the Shareholders in a general meeting;

“Maximum Price” in relation to a Share to be purchased, means an amount (excluding brokerage, commission, stamp duties, applicable goods and services tax, clearance fees and other related expenses) not exceeding:

- (i) in the case of a Market Purchase, 105% of the Average Closing Price; and
- (ii) in the case of an Off-Market Purchase, 120% of the Average Closing Price,

where:

“Average Closing Price” means: (A) the average of the closing market prices of the Shares over the last five (5) Market Days, on which transactions in the Shares were recorded, before the day on which the Market Purchase was made or, as the case may be, before the date of making an announcement by the Company of an offer for an Off-Market Purchase; and (B) deemed to be adjusted for any corporate action that occurs after the relevant five-day period and the day on which the Market Purchases are made or the announcement in relation to the Off-Market Purchase is made; and

“day of the making of the offer” means the day on which the Company announces its intention to make an offer for the Off-Market Purchase, stating the purchase price (which shall not be more than the Maximum Price for the Off-Market Purchase calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase; and

- (f) the Directors of the Company and each of them be and are hereby authorised and empowered to complete and do all such acts and things (including without limitation, to execute all such documents as may be required and to approve any amendments, alterations or modifications to any documents), as they/he/she may consider necessary, desirable or expedient to give effect to the transactions contemplated by this Resolution.

BY ORDER OF THE BOARD
HYPHENS PHARMA INTERNATIONAL LIMITED

Lim Sher Mei (Lin Shimei)
Company Secretary
Date: 10 April 2023

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Notes:

1. The members of the Company are invited to attend the EGM physically. **There will be no option for members to participate virtually.** Printed copies of this Notice of EGM, Proxy Form and the Request Form for members to request for a printed copy of the Circular (the “**Request Form**”) will be sent to members. Copies of the Circular are available to members by electronic means via publication on the Company’s website at the URL <https://www.hyphensgroup.com/investor-relations/sgx-announcements/> and on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>. A member will need an internet browser and PDF reader to view these documents. Shareholders who wish to request for printed copies of the Circular will need to complete and return the Request Form, by sending it back by post to the address stated on the Request Form to reach by 17 April 2023.

2. Members (including Supplementary Retirement Scheme investors (“**SRS Investors**”)) may participate in the EGM by:

- (a) attending the EGM in person;
- (b) raising questions at the EGM or submitting questions in advance of the EGM; and/ or
- (c) voting at the EGM (i) themselves personally; or (ii) through their duly appointed proxy(ies).

SRS Investors who wish to appoint the Chairman of the EGM (and not third-party proxy(ies)) as proxy should approach their respective SRS Operators to submit their votes by 11:30 a.m. on 17 April 2023, being seven (7) working days prior to the date of the EGM.

Please bring along your NRIC/passport so as to enable the Company to verify your identity. Members are requested to arrive early to facilitate the registration process and are advised not to attend the EGM if they are feeling unwell. Members are strongly encouraged to exercise social responsibility to rest at home and consider appoint / appoint a proxy(ies) to attend the EGM. We encourage members to mask up when attending the EGM.

3. A member who is not a Relevant Intermediary is entitled to appoint not more than two (2) proxies to attend, speak and vote on his/her/its behalf at the EGM. A member of the Company which is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf. A proxy need not be a member of the Company.

Where such member appoints two (2) proxies, the proportion of his shareholding to be represented by each proxy shall be specified. If no proportion is specified, the Company shall be entitled to treat the first named proxy as representing the entire number of shares entered against his name in the Depository Register and any second named proxy as an alternate to the first named.

4. A member who is a Relevant Intermediary is entitled to appoint more than two (2) proxies to attend, speak and vote at the EGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member appoints more than two (2) proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the form of proxy.

“**Relevant Intermediary**” has the meaning prescribed to it in Section 181 of the Companies Act:

- (a) a banking corporation licensed under the Banking Act 1970 of Singapore, 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 holder to provide under the Securities and Futures Act and who holds shares in that capacity.

5. A member can appoint the Chairman of the EGM as his/her/its proxy **but this is not mandatory.**

If a member wishes to appoint the Chairman of the EGM as proxy, such member (whether individual or corporate) must give specific instructions as to voting for, voting against, or abstentions from voting on, each resolution in the instrument appointing the Chairman of the EGM as proxy. If no specific direction as to voting or abstentions from voting in respect of a resolution in the form of proxy, the appointment of the Chairman of the EGM as proxy for that resolution will be treated as invalid.

6. The duly executed Proxy Form must be submitted to the Company in the following manner:

- (a) if submitted by hand or by post, to the office of the Company’s Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 1 Harbourfront Avenue, Keppel Bay Tower, #14- 07, Singapore 098632; or
- (b) if submitted electronically, be submitted via email to the Company’s Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at AGM.TeamE@boardroomlimited.com,

in either case, not less than 72 hours before the time appointed for holding the EGM (and any adjournment thereof), i.e. by no later than **11:30 a.m. on 23 April 2023. Members are strongly encouraged to submit the completed proxy forms electronically by email.**

If a proxy is to be appointed, the instrument appointing the proxy must be signed by the appointer on 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. The Proxy Form has been uploaded together with the Notice of EGM on SGXNet on the same day.

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Where the instrument appointing a proxy or proxies is submitted by email, it must be authorised in the following manner:

- (a) by way of the affixation of an electronic signature by the appointor or his duly authorised attorney or, as the case may be, an officer or duly authorised attorney of a corporation; or
- (b) by way of the appointor or his duly authorised attorney or, as the case may be, an officer or duly authorised attorney of a corporation signing the instrument under hand and submitting a scanned copy of the signed instrument by email.

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.

In appointing a proxy, if no specific directions as to voting is given by a member, the proxy/proxies (except where the Chairman of the AGM is appointed as the member's proxy) will vote or abstain from voting at his/her/their discretion on any matter arising at the EGM and at any adjournment thereof.

The Company shall be entitled to reject a 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 instrument (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 CDP as at 72 hours before the time fixed for holding the EGM in order for the Depositor to be entitled to appoint the proxy.

7. Member's Queries

Members may raise questions at the EGM or submit questions related to the resolutions to be tabled for approval at the EGM, in advance of the EGM, in the following manner by **5:00 p.m. on 17 April 2023** (the "Cut-off Time"):

- (a) in hard copy by sending personally or by post and lodging the same at the office of the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 1 Harbourfront Avenue, Keppel Bay Tower, #14-07, Singapore 098632; or
- (b) by email to the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at AGM.TeamE@boardroomlimited.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 substantial and relevant questions (determined by the Company in its sole discretion) to the resolutions to be tabled for approval at the EGM by way of an announcement to be released on SGXNet and on the Company's website by **11:30 a.m. on 21 April 2023** (being, no later than 48 hours before the closing date and time for the lodgement of the Proxy Forms).

Any subsequent clarification sought by members after the Cut-off Time will be addressed at the EGM. Members may also ask questions during the EGM.

The minutes of the EGM will be published on SGXNet within one (1) month after the date of the EGM.

7. COVID-19 Measures

The Company will continue to monitor the ongoing COVID-19 situation and reserves the right to take further measures as appropriate and at short notice, in order to comply with the various government and regulatory advisories from time to time. Any changes to the manner of conduct of the EGM will be announced on SGXNet at the URL <https://www.sgx.com/securities/company-announcements>. Members are advised to check the SGXNet regularly for updates on the EGM.

Personal Data Privacy

By submitting an instrument appointing the proxy(ies) to attend, speak and vote at the EGM and/or any adjournment thereof, a member of the Company (a) 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 proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines (collectively, "Purposes"), (b) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (c) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.