
NOTICE OF EXTRAORDINARY GENERAL MEETING

HEALTHBANK HOLDINGS LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration Number 201334844E)

Unless otherwise defined, all capitalised terms herein shall have the same meanings ascribed to them in the circular issued by the Company to shareholders of the Company dated 15 December 2022 (the "Circular").

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting ("**EGM**") of the Company will be convened and held by way of electronic means on 30 December 2022 at 10:30 a.m., for the purpose of considering and, if thought fit, passing with or without any modification(s), the Proposed Resolutions set out below as ordinary resolutions:-

Shareholders should note that Ordinary Resolution 2 and Ordinary Resolution 3 are inter-conditional upon each other as they are integral parts of the same transaction. This means that if Ordinary Resolution 2 is not passed, Ordinary Resolution 3 will be deemed to be not passed, and vice versa. Further, each of Ordinary Resolution 2 and Ordinary Resolution 3 is conditional upon the passing of Ordinary Resolution 1. In the event that Ordinary Resolution 1 is not passed, Ordinary Resolutions 2 and 3 will be deemed to be not passed.

ORDINARY RESOLUTION 1: THE PROPOSED DIVERSIFICATION OF THE GROUP'S EXISTING BUSINESS TO INCLUDE THE NEW BUSINESSES

That:

- (a) approval be and is hereby given for the diversification by the Group of its Existing Business to include the New Businesses as described in the Circular, and any other activities related to the New Businesses; and
- (b) the Directors (or anyone of them) be and are hereby authorised to take such steps and do all such acts and things (including without limitation, to sign, seal, execute and deliver all such documents and deeds), and to exercise such discretion in relation to the Proposed Diversification as they or each of them may deem fit, with such modifications thereto (if any) as they or each of them may consider necessary, desirable or expedient, in order to give full effect to this resolution.

ORDINARY RESOLUTION 2: THE PROPOSED ACQUISITION OF THE TARGET GROUP

That, subject to and contingent upon the passing of Ordinary Resolutions 1 and 3 in this Notice of EGM:

- (a) approval be and is hereby given for the proposed acquisition of 100% of the shares in the capital of the Target pursuant to the Agreement entered into between the Company and the Vendor; and
- (b) the Directors (or anyone of them) be and are hereby authorised to take such steps and do all such acts and things (including without limitation, to sign, seal, execute and deliver all such documents and deeds), and to exercise such discretion in relation to the Proposed Acquisition as they or each of them may deem fit, with such modifications thereto (if any) as they or each of them may consider necessary, desirable or expedient, in order to give full effect to this resolution.

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ORDINARY RESOLUTION 3: THE PROPOSED DISPOSAL OF THE LHL SHARES AND ASSIGNMENT OF THE HF LOANS, IN PARTIAL SATISFACTION OF THE CONSIDERATION FOR THE ABOVEMENTIONED PROPOSED ACQUISITION

That, subject to and contingent upon the passing of Ordinary Resolutions 1 and 2 in this Notice of EGM:

- (a) approval be and is hereby given for (i) the transfer by the Company of 100% of the shares in LHL, and (ii) the assignment of the Company's rights, title and interests in and to the HF Loans, to the Vendor in partial satisfaction of the Consideration payable by the Company pursuant to the Agreement; and
- (b) the Directors (or anyone of them) be and are hereby authorised to take such steps and do all such acts and things (including without limitation, to sign, seal, execute and deliver all such documents and deeds), and to exercise such discretion in relation to the Proposed Payment as they or each of them may deem fit, with such modifications thereto (if any) as they or each of them may consider necessary, desirable or expedient, in order to give full effect to this resolution.

By Order of the Board of Directors of
HealthBank Holdings Limited

George Peng Fei
Executive Director and Chief Executive Officer

15 December 2022
Singapore

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Notes:

1. **Printed copies of this Notice of EGM and the accompanying Proxy Form will not be sent to Members.** Instead, these documents may be accessed on SGXNet at <https://www.sgx.com/securities/company-announcements>.
2. The EGM will be convened and held by electronic means.
3. Alternative arrangements relating to, among others, attendance at the EGM via electronic means (including arrangements by which Members may participate in the EGM proceedings through (i) real-time electronic voting and (ii) real-time electronic communication; submission of comments, queries and/or questions to the Company in advance of the EGM; and addressing of substantial and relevant comments, queries and/or questions relating to the Proposed Resolutions prior to or at the EGM) are set out in the notes below and Section 10 of the Circular.
4. 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 attend and vote at the EGM.

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

5. Registration for Virtual EGM

A Member will be able to follow the proceedings of the EGM by attending the virtual EGM via mobile phone, tablet, computer or any such electronic device.

In order to do so, a Member must pre-register at the URL <https://conveneagm.com/sg/healthbank2022egm> by **no later than 10:30 a.m. on 28 December 2022** (that is, not less than 48 hours before the time fixed for holding the EGM) (the "**Registration Deadline**") for authentication of their status as Members.

Members who have been authenticated will receive email instructions to access the virtual EGM by **10:30 a.m. on 29 December 2022**. Members who have registered by the Registration Deadline but did not receive email instructions by 10:30 a.m. on 29 December 2022 may contact the Company by email at healthbank123@gmail.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 EGM. This is also to avoid any technical disruptions or overload to the EGM platform.

Members are reminded that the EGM proceedings are private, and recording of the proceedings in whatever form is strictly prohibited.

Investors who hold shares through relevant intermediaries as defined in Section 181 of the Companies Act, including under the Supplementary Retirement Scheme ("**SRS Investors**"), may attend and cast their votes at the EGM by pre-registering. If they would like to vote but are unable to attend the EGM, they should approach their respective agents, including SRS Operators, as soon as possible, so that the necessary arrangements can be made by the relevant agents to appoint the Chairman to act as their proxy, in which case, the investor shall be precluded from attending the EGM personally.

6. Members' Queries

Members of the Company are encouraged to submit questions relating to the resolutions tabled for approval at the EGM in advance:

- (a) **via the pre-registration website** at the URL <https://conveneagm.com/sg/healthbank2022egm>;
- (b) **by email** to healthbank123@gmail.com; or
- (c) in hard copy **by post** to the Company's registered office at 15 Scotts, 15 Scotts Road, #04-08 Singapore 228218,

in any case, by **10:30 a.m. on 22 December 2022** (the "**Cut-off Time**").

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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 all substantial and relevant questions (determined by the Company in its sole discretion) as soon as possible and in any case, no later than **10:30 a.m. on 26 December 2022** (that is, no later than 48 hours before the closing date and time for the lodgement of the Proxy Forms).

Any subsequent clarifications 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.

Investors who hold shares through relevant intermediaries as defined in Section 181 of the Companies Act, including SRS Investors, can submit their questions in relation to any resolution set out in the Notice of EGM upon pre-registration; if they would like to vote but are unable to attend the EGM, they should approach their respective agents, including SRS Operators, as soon as possible, so that the necessary arrangements can be made by the relevant agents to appoint the Chairman to act as their proxy, in which case, the investor shall be precluded from attending the EGM personally.

7. Proxy Voting or Voting “live” at the EGM

A Member may personally attend and vote “live” at the EGM.

Alternatively:

- (a) a member of the Company entitled to attend and vote at the EGM and who is not a relevant intermediary may appoint not more than two (2) proxies to attend and vote in his/her stead; and
- (b) a member of the Company entitled to attend and vote at the EGM and who is a relevant intermediary may appoint more than two (2) proxies provided that each proxy is appointed to exercise the rights attached to different shares held by such member.

“relevant intermediary” has the meaning ascribed to it in Section 181 of the Companies Act.

A proxy need not be a Member.

If a proxy is to be appointed, the instrument appointing 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. The Proxy Form has been uploaded together with this Notice of AGM on SGXNet on the same day.

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.

Members (whether individual or corporate) appointing a 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 may be treated as invalid.

The Proxy Form must be submitted to the Company in the following manner:

- (d) **via the pre-registration website** at the URL <https://conveneagm.com/sg/healthbank2022egm>;
- (e) **by email** to healthbank123@gmail.com; or
- (f) in hard copy **by post** to the Company’s registered office at 15 Scotts, 15 Scotts Road, #04-08 Singapore 228218,

in any case, **not less than 48 hours** before the time appointed for holding the EGM (and at any adjournment thereof), i.e. **by no later than 10:30 a.m. on 28 December 2022.**

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A Member who wishes to submit a Proxy Form by (b) or (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. Members are strongly encouraged to submit completed proxy forms electronically via email.

Investors who hold shares through relevant intermediaries as defined in Section 181 of the Companies Act, including SRS Investors, who wish to appoint a proxy, should approach their respective agents, including SRS Operators, to submit their votes at least seven (7) working days before the EGM, i.e. **by 5:00 p.m. on 19 December 2022.**

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.

8. 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:

"**Personal data**" in this Notice of EGM 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 a proxy(ies) and/or representative(s) to attend and vote at the EGM and/or any adjournment thereof, a member of the Company (i) 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, regulations and/or guidelines (collectively, the "**Purposes**"), (ii) 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 (iii) 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.

*This Notice of EGM has been reviewed by the Company's Sponsor, SAC Capital Private Limited (the "**Sponsor**"). This Notice of EGM 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 of EGM, including the correctness of any of the statements or opinions made, or reports contained in this Notice of EGM.*

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