

**NOTICE OF SPECIAL GENERAL MEETING**  
**MEDTECS INTERNATIONAL CORPORATION LIMITED**  
(Incorporated in Bermuda)

*All capitalised terms used in the resolutions below and defined in the Circular dated 6 September 2022 to the shareholders of the Company (the “Circular”) shall, unless otherwise defined herein, have the respective meanings ascribed to them in the Circular.*

**Shareholders of the Company will not be able to attend the SGM in person. Please refer to the notes to this Notice of SGM for further details.**

**NOTICE IS HEREBY GIVEN** that a special general meeting (the “**SGM**”) of MEDTECS INTERNATIONAL CORPORATION LIMITED (the “**Company**”) will be held at Seletar Room, Holiday Inn Atrium, 317 Outram Road, Singapore 169075 on 29 September 2022 at 3 p.m. (Singapore time) for the purpose of considering and, if thought fit, passing with or without modifications the following resolutions:

**RESOLUTION 1**

**ORDINARY RESOLUTION**

**THE PROPOSED APPOINTMENT OF JOINT AUDITORS**

Resolved that:

- (1) EY SG, having consented to act, be and are hereby appointed joint auditors of the Company and to hold office until the conclusion of the next annual general meeting of the Company, at such remuneration and on such terms to be agreed between the Directors of the Company and EY SG; and
- (2) the Directors or any of them be and is hereby authorised to exercise such discretion to complete and do all such acts and things, including without limitation, to sign, seal, execute and deliver all such documents and deeds, and to approve any amendment, alteration or modification to any documents, as they or he may consider necessary, desirable or expedient or in the interest of the Company to give effect to this resolution as they or he may think fit.  
[See Explanatory Note (i)]

**RESOLUTION 2**

**SPECIAL RESOLUTION**

**THE PROPOSED AMENDMENTS TO THE BYE-LAWS**

Resolved that:

- (1) the Existing Bye-laws of the Company be amended in the manner and to the extent set out in Appendix 1 to the Circular to the Shareholders of the Company dated 6 September 2022 be and is hereby approved; and
- (2) the Directors or any of them be and is hereby authorised to exercise such discretion to complete and do all such acts and things, including without limitation, to sign, seal, execute and deliver all such documents and deeds, and to approve any amendment, alteration or modification to any documents, as they or he may consider necessary, desirable or expedient or in the interest of the Company to give effect to this resolution as they or he may think fit.

**BY ORDER OF THE BOARD**

Clement Yang Ker-Cheng  
Executive Chairman

6 September 2022

Explanatory Notes:

- (i) In accordance with Rule 712(3) of the Catalyst Rules:
  - (a) in respect of Rule 712(3)(a), (b), (c) and (d), the approval being sought at the upcoming SGM is not in relation to any outgoing auditors or change of auditors;
  - (b) in respect of Rule 712(3)(e), the Company confirms that it complies with Rules 712 and 715 of the Catalyst Rules in relation to the Proposed Appointment of Joint Auditors. In particular, following the appointment of EY SG as joint auditors of the Company, the Company will be in compliance with Rule 712(2A) of the Catalyst Rules; and
  - (c) in respect of Rule 712(3)(f), please refer to the rationale for the appointment of EY SG as joint auditors to meet the Exchange's requirements in Rule 712(2A) as elaborated under Section 2.1 of the Circular.

Notes:

1. In respect of the SGM of the Company to be held on Thursday, 29 September 2022 at 3 p.m. (Singapore time) at Seletar Room, Holiday Inn Atrium, 317 Outram Road, Singapore 169075 (and any adjournment thereof), notwithstanding the place at which the SGM is to be held physically and attended in person by the Chairman, Directors and/or representatives of the Company present at the location of the SGM, the SGM may only be attended by Shareholders by way of electronic means.
2. Printed copies of the Notice of SGM will be despatched to the Shareholders and the Depositor Proxy Form will be despatched to Depositors, but **printed copies of the Circular and the Shareholder Proxy Form will not be sent to Shareholders**. Instead, the Circular and the Shareholder Proxy Form will be made available to Shareholders by electronic means via publication on the Company's website at: <https://www.medtecs.com/investor-relations/shareholders-resources/> and the SGXNet. To receive a physical copy of the Circular and/or the Shareholder Proxy Form, please email [investor.relations@medtecs.com](mailto:investor.relations@medtecs.com) with your full name, contact number and delivery address.
3. The proceedings of the SGM will be broadcasted “live” through an audio-and-video webcast and an audio-only feed. Shareholders and investors holding Shares in the Company through relevant intermediaries as defined in Section 181 of the Companies Act 1967 of Singapore (“**Investors**”) (including SRS Investors) who wish to follow the proceedings through a “live” webcast via their mobile phones, tablets or computers or listen to the proceedings through a “live” audio feed via telephone must pre-register at: <https://go.lumiengage.com/medtecs2022sgm> no later than 3 p.m. (Singapore time) on 27 September 2022 (“**Registration Deadline**”). Following verification, an email containing instructions on how to access the “live” webcast and audio feed of the proceedings of the SGM will be sent to authenticated Shareholders and SRS Investors by 3 p.m. (Singapore time) on 28 September 2022. Shareholders and SRS Investors who do not receive any email by 3 p.m. (Singapore time) on 28 September 2022, but have registered by the Registration Deadline, should contact the Company at [investor.relations@medtecs.com](mailto:investor.relations@medtecs.com).  
constating: (A) Shareholder's full name; and (B) the Shareholder's identification/ registration number.

Investors (other than SRS Investors) will not be able to pre-register at: <https://go.lumiengage.com/medtecs2022sgm> for the “live” broadcast of the SGM. An Investor (other than SRS Investors) who wishes to participate in the “live” broadcast of the SGM 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 at [investor.relations@medtecs.com](mailto:investor.relations@medtecs.com) no later than 3 p.m. (Singapore time) on 27 September 2022.

Voting by proxy

4. A Shareholder (whether individual or corporate) must submit his/her/its Shareholder Proxy Form appointing the Chairman of the Meeting as his/her/its proxy to attend, speak and vote on his/her/its behalf at the SGM if he/she/it wishes to exercise his/her/its voting rights at the SGM by 3 p.m. (Singapore time) on 27 September 2022, being not less than 48 hours before the time appointed for holding the SGM.
5. Where a Shareholder (whether individual or corporate) appoints the Chairman of the Meeting as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of each resolution in the Shareholder Proxy Form, failing which the appointment of the Chairman of the Meeting as proxy for that resolution will be treated as invalid.
6. The Shareholder Proxy Form is not valid for use by Investors and shall be ineffective for all intents and purposes if used or purported to be used by them. Investors (other than SRS Investors) who wish to vote should approach his/her relevant intermediary by **9 a.m. on 20 September 2022, being at least seven (7) working days before the date of the SGM**, to specify his/her voting instructions. SRS Investors who wish to exercise their votes by appointing the Chairman of the SGM as proxy should approach their respective relevant intermediaries (including their respective SRS agent banks) to submit their voting instructions by **9 a.m. on 20 September 2022, being at least seven (7) working days before the date of the SGM**, in order to allow sufficient time for their respective relevant intermediaries to in turn submit a Depositor Proxy Form to appoint the Chairman of the SGM to vote on their behalf by 3 p.m. (Singapore time) on 27 September 2022, being not less than 48 hours before the time appointed for holding the SGM.
7. **The Proxy Forms must be submitted to the Company by post and lodged at the office of the Company's Share Transfer Agent, Boardroom Corporate & Advisory Services Pte. Ltd. at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632 by no later than 3 p.m. (Singapore time) on 27 September 2022, being not less than 48 hours before the time fixed for the SGM.** The Proxy Forms may be accessed and downloaded from the Company's website at: <https://www.medtecs.com/investor-relations/shareholders-resources/> and on SGXNet and the Depositor Proxy Form will be sent to the Depositors.
8. A Depositor (who is not a natural person) whose name appears in the Depository Register and who wishes to vote at the SGM, should complete the Depositor Proxy Form and deposit the duly completed Depositor Proxy Form at the office of the Company's Singapore Share Transfer Agent, Boardroom Corporate and Advisory Services Pte Ltd, at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632 by 3 p.m (Singapore time) on 27 September 2022, being not less than 48 hours before the time appointed for holding the SGM.
9. In the case of Depositors whose shares are entered against their names in the Depository Register (as defined in Part 3AA of the Securities and Futures Act 2001 of Singapore), the Company may reject any Depositor Proxy Form lodged if such Depositor are not shown to have Shares entered against their names in the Depository Register, as at 48 hours before the time appointed for holding this SGM as certified by the CDP to the Company.
10. The Chairman of the Meeting, as proxy, need not be a member of the Company.

Submission of questions in advance of the SGM

11. Shareholders will not be able to ask questions during the live audio-visual webcast or audio-only stream of the SGM. Shareholders, including SRS Investors, may submit questions related to the resolutions to be tabled for approval for the SGM by submitting the completed questions form in advance of the SGM through the e-SGM Webcast Registration at: <https://go.lumiengage.com/medtecs2022sgm> by no later than 5 p.m. (Singapore time) on 15 September 2022, being at least 7 calendar days from the Notice of SGM (the “**Q&A Deadline**”).
12. The Company will endeavour to address all substantial and relevant questions (as determined by the Board in its sole opinion) submitted by Shareholders by the Q&A Deadline on SGXNet at: <https://www.sgx.com/securities/company-announcements> and the Company's website at: <https://www.medtecs.com/investor-relations/shareholders-resources/> at least 72 hours prior to the closing date and time for the lodgement of the Proxy Forms (“**Responses to Q&A**”). Should there be subsequent clarification sought or follow-up questions after the Company publishes its Responses to Q&A or substantial and relevant questions which are received after the Q&A Deadline, the Company endeavours to address such subsequent clarifications sought or follow-up questions at the AGM during the “live” webcast.
13. Shareholders should note that the Company may make further changes to its SGM arrangements (including but not limited to any applicable alternative arrangements as may be prescribed or permitted (as the case may be) under the COVID-19 (Temporary Measures) Act and any regulations promulgated thereunder (including the COVID-19 Order as well as other guidelines issued by the relevant authorities) as the COVID-19 situation in Singapore evolves. Shareholders and Investors are advised to keep abreast of any such changes as may be announced by the Company from time to time on SGXNET or on the Company's website at: <https://www.medtecs.com/investor-relations/shareholders-resources/>.

**Personal data privacy:**

By submitting the Proxy Form appointing the Chairman or any other person as proxy to attend, speak and vote at the SGM and/or any adjournment thereof, a Depositor or a Shareholder of the Company consents to the collection, use and disclosure of the Depositor's or the Shareholder'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 the appointment of the Chairman or any other person as proxy for the SGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the SGM (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.

This document has been prepared by the Company and its contents have been reviewed by the Company's sponsor, R & T Corporate Services Pte. Ltd. (“**Sponsor**”), for compliance with the relevant rules of the Singapore Securities Trading Limited (“**Exchange**”). The Sponsor has not independently verified the contents of this document including the accuracy or completeness of any of the figures used, statements, opinions or other information made or disclosed.

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