
NOTICE OF EXTRAORDINARY GENERAL MEETING

MEDINEX LIMITED
(the “Company”)
(Incorporated in the Republic of Singapore)
(Company Registration no.: 200900689W)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Extraordinary General Meeting (“EGM”) of the Company will be held by way of electronic means on Tuesday, 28 February 2023 at 2.00 p.m. to pass the following Ordinary Resolution:

All capitalised terms used in this Notice of EGM which are not defined herein shall have the same meanings ascribed to them in the circular to the shareholders of the Company dated 13 February 2023 (the “Circular”).

ORDINARY RESOLUTION

THE PROPOSED CHANGE OF AUDITORS FROM BDO LLP TO MAZARS LLP

THAT:

- (a) Mazars LLP, having consented to act, be and is hereby appointed as Auditors of the Company in place of BDO LLP, with effect from the date of approval of Shareholders of this resolution and to hold office for FY2023 and until the conclusion of the next annual general meeting of the Company at a remuneration and on such terms to be agreed between the Directors of the Company and Mazars LLP; and
- (b) the Directors of the Company and each of them be and are hereby authorised to complete and do all such acts and things (including, without limitation, to sign, seal, execute and deliver all such documents and deeds) as they or he may consider expedient or necessary or in the interests of the Company in order to give effect to the Proposed Change of Auditors and/or this resolution as they or he may deem fit.

(See explanatory note 1)

BY ORDER OF THE BOARD

Lin Moi Heyang
Company Secretary

13 February 2023

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Explanatory notes:

In accordance with the requirements of Rule 712(3) of the Catalist Rules:

- (a) BDO has confirmed by way of a letter dated 16 December 2022 (“**Professional Clearance Letter**”) that it is not aware of any professional reasons why Mazars should not accept the appointment as Auditors of the Company;
- (b) the Company confirms that there were no disagreements with BDO on accounting treatments within the last 12 months from the date of the Circular;
- (c) the Company confirms that it is not aware of any circumstances connected with the Proposed Change of Auditors that should be brought to the attention of the Shareholders which has not been disclosed in the Circular;
- (d) the Company confirms that the specific reasons for the Proposed Change of Auditors are set out in paragraph 2 of the Circular. The Proposed Change of Auditors is neither due to any disagreement with BDO nor the dismissal of BDO; and
- (e) the Company confirms that it is in compliance with Rule 712 and Rule 715 of the Catalist Rules.

Documents for the EGM

1. The Notice of EGM, Proxy Form and the Circular have been made available on the SGXNET as well as the Company’s websites at the following URLs:

SGX’s website: <https://www.sgx.com/securities/company-announcements>

Company’s website: <http://www.medinex.com.sg/investor-relations/>

Participation in the EGM via “live” audio-visual webcast or “live audio-only feed

2. As the EGM will be held by way of electronic means, members will NOT be able to attend the EGM in person. Instead, alternative arrangements have been put in place to allow members to participate at the EGM by:
 - (a) watching the EGM proceedings via “live” audio-visual webcast or listening to the EGM proceedings via “live” audio-only feed;
 - (b) submitting questions in advance of or “live” through the audio-visual webcast platform, at the EGM; and/or
 - (c) voting (i) “live” by the Shareholders themselves or their duly appointed proxy(ies) (other than the Chairman of the EGM) via electronic means; or (ii) by appointing the Chairman of the EGM as proxy to vote on their behalf at the EGM.
3. Members are required to pre-register their participation in the EGM (“**Pre-registration**”) at this link: <https://septusiasia.com/medinexegm2023> (“**EGM Registration and Q&A Link**”) by **2.00 p.m.** on **22 February 2023, Wednesday** (“**Registration Deadline**”) for verification of their status as members (or the corporate representatives of such members).

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4. Upon successful verification, each such member or its corporate representative will receive an email by **2.00 p.m. on 27 February 2023, Monday**. The email will contain instructions to access the “live” audio-visual webcast or “live” audio-only feed of the EGM proceedings. Members or their corporate representatives must not forward the email to other persons who are not members and who are not entitled to participate in the EGM proceedings. Members or their corporate representatives who have pre-registered by the Registration Deadline but do not receive an email by **2.00 p.m. on 27 February 2023, Monday**, may contact Septus Singapore Pte Ltd by email at webcast@septusiasia.com.
5. Investors who hold Shares through depository agents (as defined in Section 81SF of the Securities and Futures Act 2001) and wish to watch the EGM proceedings via “live” audio-visual webcast or listen to the EGM proceedings via “live” audio-only feed must approach their respective depository agents to pre-register by **5.00 p.m. on 17 February 2023** in order to allow sufficient time for their respective depository agents to in turn pre-register their interest with the Company.

Voting “live” or by Proxy

6. A member who wishes to exercise his/its voting rights at the EGM may:
 - (a) (whether the member is an individual) vote “live” via electronic means at the EGM, or (whether the member is an individual or a corporate) appoint a proxy(ies) (other than Chairman of the EGM) to vote “live” via electronic means at the EGM on his/its behalf; or
 - (b) (whether the member is an individual or a corporate) appoint the Chairman of the EGM as his/its proxy to vote on his/its behalf at the EGM.

The proxy form for the EGM may be accessed at this link: <http://www.medinex.com.sg/investor-relations/> and is available on SGXNET at the URL <https://www.sgx.com/securities/company-announcements>.

7. Where a member (whether individual or corporate) appoints the Chairman of the EGM 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 EGM as proxy for that resolution will be treated as invalid.
8. The duly executed Proxy Form can be submitted to the Company in the following manner:
 - (a) if submitted in hard copy by post, be lodged at the office of the Company’s Share Registrar at 80 Robinson Road, #02-00, Singapore 068898; or
 - (b) if submitted electronically, by sending a scanned pdf copy by email to sg.is.proxy@sg.tricorglobal.com,

in either case, by **2.00 p.m. on 25 February 2023** (being 72 hours before the time appointed for holding the EGM) (the “**Proxy Deadlines**”).

9. A member who wishes to submit a Proxy Form must download, complete and sign the Proxy Form, before submitting it by post to the address provided above, or before scanning and sending it electronically to the email address provided above. Shareholders are strongly encouraged to submit completed Proxy Forms electronically via email.

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10. Investors who hold their Shares through relevant intermediaries as defined in Section 181 of the Companies Act (including CPF investors, SRS investors and holders under depository agents):
 - (a) may vote “live” via electronic means at the EGM if they are appointed as proxies by their respective CPF agent banks, SRS approved banks or depository agents, and should contact their respective CPF agent banks, SRS approved banks or depository agents if they have any queries regarding their appointment as proxies; or
 - (b) may appoint the Chairman of the EGM as proxy to vote on their behalf at the EGM, in which case they should approach their respective CPF agent banks, SRS approved banks or depository agents to submit their votes by **5.00 p.m. on 17 February 2023** in order to allow sufficient time for their respective relevant intermediaries to in turn submit a proxy form to appoint the Chairman of the EGM to vote on their behalf **no later than the Proxy Deadlines**.
11. The instrument appointing the Chairman of the EGM as proxy must be under the hand of the appointor or his attorney duly authorised in writing. Where the instrument appointing the Chairman of the EGM as proxy is executed by a corporation, it must be executed either under its common seal or under the hand of its attorney or duly authorised officer.
12. The Company shall be entitled to reject the instrument appointing the Chairman of the EGM as proxy if it is incomplete, improperly completed or 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 EGM as proxy.
13. In the case of a member of the Company whose shares are entered against his/her name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act 2001), the Company may reject any instrument appointing the Chairman of the EGM as proxy lodged if such member is not shown to have shares entered against his/her name in the Depository Register at 72 hours before the time appointed for holding the EGM as certified by The Central Depository (Pte) Limited to the Company.

Submission of questions prior to the EGM

14. Members may submit questions related to the resolutions to be tabled at the EGM in the following manner:
 - (a) if submitted in hard copy by post, be deposited at the Company’s office at 111 North Bridge Road, #23-04 Peninsula Plaza, Singapore 179098;
 - (b) if submitted electronically, by email to ir@medinex.com.sg; or
 - (c) during Pre-registration via the EGM Registration and Q&A Link;in any case, by **2.00 p.m. on 20 February 2023**.

Members who submit questions must provide the following information for authentication:

1. Member’s full name;
2. Member’s identification number;
3. Member’s address; and

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4. the manner in which the member holds shares in the Company (e.g., via CDP, CPF or SRS).
15. The Board of Directors of the Company will endeavour to address all substantial and relevant questions received from members in advance of the EGM by publishing the responses to those questions on SGXNET at the URL <https://www.sgx.com/securities/company-announcements> and the Company's website at the URL <http://www.medinex.com.sg/investor-relations/> by **2.00 p.m.** on **22 February 2023**. Where substantial and relevant questions submitted by members are unable to be addressed prior to the EGM including any questions received by the Company after **2.00 p.m.** on **20 February 2023**, the Company will address them during the EGM through the "live" audio-visual webcast and "live" audio-only feed.
16. Shareholders may also have the option of asking questions during the EGM. Instructions on how to submit the questions during the EGM will be provided to Shareholders after Shareholders have registered for the EGM.
17. The Company will publish the minutes of the EGM on SGXNET and the Company's website within one month after the date of EGM.

Important Reminder:

In view of the constantly evolving COVID-19 situation, the Company may be required to change its EGM arrangements at short notice. Members are advised to regularly check the Company's website or announcements released on SGXNET for the latest updates on the status of EGM. Members are also strongly encouraged to submit completed Proxy Forms electronically via email.

Personal data privacy:

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