



MEDINEX LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration No.: 200900689W)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting ("EGM") of Medinex Limited (the "**Company**") will be held at Carlton Hotel Singapore, 76 Bras Basah Road, Singapore 189558 on Tuesday, 30 April 2019 at 3.00 p.m. or immediately after the Annual General Meeting of the Company, for the purpose of considering and, if thought fit, passing (with or without any modifications) the following Ordinary Resolution:

ORDINARY RESOLUTION – THE PROPOSED ACQUISITION OF THE ENTIRE ISSUED AND PAID-UP SHARE CAPITAL OF ARK LEADERSHIP & LEARNING PTE. LTD. AS AN INTERESTED PERSON TRANSACTION

That:

- (i) approval be and is hereby granted for the proposed acquisition of the entire issued and paid-up share capital of Ark Leadership & Learning Pte. Ltd. ("**Proposed Acquisition**") from Low Mui Keow, Valerie (Lu Mei Jiao, Valerie) (the "**Vendor**"), in accordance with the terms and conditions of the sale and purchase agreement entered into between the Vendor and the Company dated 26 March 2019 (the "**Agreement**"), which constitutes an interested person transaction pursuant to Chapter 9 of the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited;
- (ii) approval be and is hereby given to the Directors of the Company and/or any of them to, as part of the consideration for the Proposed Acquisition, issue and allot up to 1,483,636 new shares ("**Consideration Shares**"), at an issue price of S\$0.275 per Consideration Share, to the Vendor and/or her nominees (as she may direct), credited as fully paid-up, on terms and conditions set out in the Agreement;
- (iii) the Consideration Shares when issued and fully paid up will rank pari passu in all respects with the then existing shares of the Company, save for any dividends, rights, allotments or other distribution that may be declared or paid, the record date for which falls before the date of issue of the Consideration Shares; and
- (iv) the Directors and/or any of them be and are hereby authorised to complete and do all such acts and things (including without limitation, execute all such documents as may be required and to approve any amendments, alterations or modifications to any documents), as they and/or he may consider desirable, expedient or necessary to give effect to the transactions contemplated by this Ordinary Resolution.

BY ORDER OF THE BOARD

Lin Moi Heyang
Company Secretary
15 April 2019

Notes:

1. Except for a member who is a Relevant Intermediary as defined under Section 181(6) of the Companies Act (Chapter 50) of Singapore (the "**Act**"), a member is entitled to appoint not more than two (2) proxies to attend, speak and vote at the EGM. Where a member appoints more than one (1) proxy, the proportion of his concerned shareholding to be represented by each proxy shall be specified in the proxy form. A proxy need not be a member of the Company.
2. Pursuant to Section 181(1C) of the Act, 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 proxy form.
3. The instrument appointing a proxy or proxies must be under the hand of the appointor or his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed under its common seal or under the hand of its attorney or duly authorised officer.
4. The instrument appointing a proxy or proxies, together with the power of attorney or other authority (if any) under which it is signed, or notorally certified copy thereof, must be deposited 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, not later than 72 hours before the time set for the holding of the EGM.

Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak 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) for the purpose of the processing and administration by the Company (or its agents) 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) 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), 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) 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.