

# HEALTHWAY MEDICAL CORPORATION LIMITED

(Company Registration Number 200708625C)

(Incorporated in the Republic of Singapore)

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Sixteenth Annual General Meeting (“**AGM**”) of Healthway Medical Corporation Limited (the “**Company**”) will be held by way of electronic means on Thursday, 27 April 2023 at 2:00 p.m., for the following purposes:

### AS ORDINARY BUSINESS

1. To receive and adopt the Directors’ Statement and the Audited Financial Statements for the financial year ended 31 December 2022 together with the Independent Auditor’s Report thereon. **(Resolution 1)**
2. To re-elect Mr Chen Yeow Sin, a Director retiring pursuant to Regulation 98 of the Company’s Constitution and Rule 720(4) of the Listing Manual Section B: Rules of Catalist (“**Catalist Rules**”) of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) and who, being eligible, has offered himself for re-election. (See explanatory note 1) **(Resolution 2)**
3. To re-elect Ms Aliza Knox, a Director retiring pursuant to Regulation 98 of the Company’s Constitution and Rule 720(4) of the Catalist Rules of the SGX-ST and who, being eligible, has offered herself for re-election. (See explanatory note 2) **(Resolution 3)**
4. To re-elect Dr Khor Chin Kee, a Director retiring pursuant to Regulation 102 of the Company’s Constitution and Rule 720(4) of the Catalist Rules of the SGX-ST and who, being eligible, has offered himself for re-election. (See explanatory note 3) **(Resolution 4)**
5. To approve the payment of Directors’ fees of S\$228,386 for the financial year ended 31 December 2022 (2021: S\$192,500). **(Resolution 5)**
6. To re-appoint Messrs Ernst & Young LLP as the Independent Auditor of the Company and to authorise the Directors to fix their remuneration. **(Resolution 6)**

### AS SPECIAL BUSINESS

To consider and if deemed fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution:

7. The Proposed General Share Issue Mandate (the “**Share Issue Mandate**”) **(Resolution 7)**

“That pursuant to Section 161 of the Companies Act 1967 (the “**Companies Act**”), and Rule 806 of the Catalist Rules of the SGX-ST, authority be and is hereby given to the Directors of the Company (the “**Directors**”) to:

- (a) (i) allot and issue shares in the capital of the Company (the “**Shares**”) whether by way of rights, bonus or otherwise; and/or
- (ii) make or grant offers, agreements or options (collectively, “**Instruments**”) that might or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into Shares,

at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit; and

- (b) (notwithstanding that the authority conferred by this Resolution may have ceased to be in force) issue Shares in pursuance of any Instruments made or granted by the Directors while this Resolution was in force,

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provided always that:

- (i) the aggregate number of Shares to be issued pursuant to this Resolution (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) shall not exceed one hundred per cent (100%) of the total issued Shares (excluding treasury shares and subsidiary holdings, if any) (as calculated in accordance with sub-paragraph (ii) below), of which the aggregate number of Shares to be issued other than on a *pro-rata* basis to existing shareholders of the Company (the “**Shareholders**”) (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) shall not exceed fifty per cent (50%) of the total issued Shares (excluding treasury shares and subsidiary holdings, if any) (as calculated in accordance with sub-paragraph (ii) below);
- (ii) (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (i) above, the percentage of total issued Shares shall be based on total issued Shares (excluding treasury shares and subsidiary holdings, if any) at the time of passing this Resolution, after adjusting for:
  - (1) new Shares arising from the conversion or exercise of any convertible securities outstanding at the time this authority is given;
  - (2) new Shares arising from the exercise of share options or vesting of share awards outstanding or subsisting at the time of passing this Resolution, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules of the SGX-ST; and
  - (3) any subsequent bonus issue, consolidation or subdivision of Shares;
- (c) in exercising the authority conferred by this Resolution, the Directors shall comply with the provisions of the Catalist Rules of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST), all applicable legal requirements under the Companies Act, and otherwise, and the Company’s Constitution for the time being; and
- (d) (unless revoked or varied by the Company in a general meeting) this authority shall continue in force until the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required by law to be held, whichever is the earlier.”

(See explanatory note 4)

BY ORDER OF THE BOARD

Chen Chuanjian, Jason  
Chew Pei Tsing  
Joint Company Secretaries

4 April 2023  
Singapore

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## Explanatory Notes:

1. Mr Chen Yeow Sin will, upon re-election as Director of the Company, remain as the Lead Independent Director, Chairman of the Audit and Risk Committee as well as the Nominating Committee and a member of the Remuneration Committee. He will be considered independent for the purposes of Rule 704(7) of the Catalist Rules. The detailed information on Mr Chen as recommended under the Code of Corporate Governance and as required under Rule 720(5) of Catalist Rules can be found under the section entitled "Board of Directors" on pages 10 to 13 and table entitled "Additional Information on Directors Seeking Re-election" on pages 54 to 65 of the Annual Report 2022.
2. Ms Aliza Knox will, upon re-election as Director of the Company, remain as an Independent Director, and a member of the Audit and Risk Committee, the Nominating Committee as well as the Remuneration Committee. She will be considered independent for the purposes of Rule 704(7) of the Catalist Rules. The detailed information on Ms Knox as recommended under the Code of Corporate Governance and as required under Rule 720(5) of Catalist Rules can be found under the section entitled "Board of Directors" on pages 10 to 13 and table entitled "Additional Information on Directors Seeking Re-election" on pages 54 to 65 of the Annual Report 2022.
3. Dr Khor Chin Kee will, upon re-election as Director of the Company, remain as a Non-Independent Non-Executive Director of the Company. The detailed information on Dr Khor as recommended under the Code of Corporate Governance and as required under Rule 720(5) of Catalist Rules can be found under the section entitled "Board of Directors" on pages 10 to 13 and table entitled "Additional Information on Directors Seeking Re-election" on pages 54 to 65 of the Annual Report 2022.
4. Under the Catalist Rules of the SGX-ST, a share issue mandate approved by shareholders as an ordinary resolution will enable Directors of an issuer to issue an aggregate number of new shares and/or convertible securities of the issuer of up to one hundred per cent (100%) of the total issued Shares (excluding treasury shares and subsidiary holdings, if any) as at the time of passing of the resolution approving the Share Issue Mandate, of which the aggregate number of new shares and/or convertible securities to be issued other than on a *pro-rata* basis to existing shareholders must be not more than fifty per cent (50%) of the total issued Shares of the issuer (excluding treasury shares and subsidiary holdings, if any).

The Directors are of the opinion that the Share Issue Mandate will enable the Company to respond faster to business opportunities and to have greater flexibility and scope in negotiating with third parties in potential fund-raising exercises or other arrangements or transactions involving the capital of the Company.

The Ordinary Resolution 7 proposed in item 7 above, if passed, will empower the Directors from the date of the AGM until the date of the next annual general meeting is to be held or is required by law to be held, whichever is the earlier, to allot and issue shares and/or convertible securities in the capital of the Company. The aggregate number of shares and convertible securities which the Directors may allot and issue under this resolution, shall not exceed one hundred per cent (100%) of the Company's issued Shares (excluding treasury shares and subsidiary holdings, if any) of which the aggregate number of shares and/or convertible securities to be issued other than on a *pro-rata* basis to existing shareholders shall not exceed fifty per cent (50%) of the Company's issued Shares (excluding treasury shares and subsidiary holdings, if any) at the time of passing of this resolution. This authority will, unless previously revoked or varied at a general meeting, expire at the next annual general meeting of the Company.

# NOTICE OF ANNUAL GENERAL MEETING

## **IMPORTANT NOTICE TO SHAREHOLDERS IN RELATION TO THE CONDUCT AND PROCEEDINGS OF THE COMPANY'S AGM ON 27 APRIL 2023 AT 2:00 P.M.**

The AGM is being convened and will be held by way of electronic means pursuant to the COVID-19 (Temporary Measures) Act 2020 released on 7 April 2020 and the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. Shareholders will not be able to attend the AGM in person.

Printed copies of this Notice of AGM will not be sent to Shareholders. Instead, this Notice of AGM will be sent to Shareholders by way of electronic means via publication on the SGXNet at <https://www.sgx.com/securities/company-announcements> and the Company's website at <https://www.healthwaymedical.com/investor-relations/announcements/>.

Alternative arrangements have been put in place to allow Shareholders to participate at the AGM by:

- (a) observing and/or listening to the AGM proceedings via the live audio-visual webcast and live audio-only stream ("**Live Webcast**");
- (b) submitting questions relating to the resolutions to be tabled at the AGM, to the Chairman of the AGM in advance of the AGM;
- (c) submitting text-based questions during the Live Webcast of the AGM by clicking the "Ask a Question" feature and then clicking "Type Your Question" to input their queries in the questions text box; and
- (d) voting at the AGM, (1) "live" by the Shareholder or his/her/its duly appointed proxy(ies) (other than the Chairman of the Meeting) via electronic means; (2) "live" by the CPF or SRS investor via electronic means if they are appointed as proxies by their respective CPF Agent Banks or SRS Operators; or (3) by the Shareholder, or the CPF or SRS investor, appointing the Chairman of the AGM as proxy to vote on their behalf at the AGM.

### **Participation in AGM proceedings via Live Webcast**

1. A Shareholder of the Company (including CPF/SRS investors) or their corporate representatives (in the case of a Shareholder which is a legal entity) will be able to watch or listen to the proceedings of the AGM through a Live Webcast via mobile phone, tablet or computer. In order to do so, the Shareholder may pre-register from **9:00 a.m. on 4 April 2023 (Tuesday) to 2:00 p.m. on 24 April 2023 (Monday)** (being not less than seventy-two (72) hours before the time fixed for the AGM) ("**Registration Deadline**"), at the following URL: [https://conveneagm.sg/hmc\\_agm2023](https://conveneagm.sg/hmc_agm2023) (the "**HMC AGM Website**"), to create an account and to enable the Company to verify the Shareholders' status. Persons who hold shares through Relevant Intermediaries who wish to participate in the AGM by observing and/or listening to the AGM proceedings via "live" audio-and-visual website or "live" audio-only stream should approach his/her/its Relevant Intermediaries.
2. Following authentication of his/her/its status as a Shareholder of the Company, such Shareholder will receive an email on their authentication status and will be able to access the Live Webcast using the account created.
3. Shareholders who have pre-registered by the Registration Deadline but do not receive the aforementioned email by **12:00 noon on 26 April 2023 (Wednesday)** should contact the Company at the following email address: [hmcagm2023@healthwaymedical.com](mailto:hmcagm2023@healthwaymedical.com) with the following details included: (a) the Shareholder's full name; and (b) his/her/its identification/registration number.

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4. Shareholders who are attending the AGM via Live Webcast are reminded that the AGM is private. Invitations to attend the AGM Live Webcast shall not be forwarded to anyone who is not a Shareholder of the Company or who is not authorised and/or authenticated to attend the AGM Live Webcast. Recording of the AGM Live Webcast in whatsoever form by the Shareholders is also strictly prohibited.
5. The Company asks for Shareholders' indulgence during the Live Webcast in the event of any technical disruptions. Shareholders may go to "Contact Support" at the bottom of the HMC AGM Website, in the event if there is any technical issue for login pre-AGM.

## **Submission of questions**

6. Shareholders of the Company (including CPF and SRS investors) attending the AGM via the Live Webcast will be able to ask questions during the AGM by clicking the "Ask a Question" feature and then clicking "Type Your Question" to input their queries in the questions text box.
7. Shareholders of the Company (including CPF and SRS investors) are also encouraged to submit questions related to the resolutions to be tabled for approval at the AGM to the Chairman of the AGM, in advance of the AGM in the following manner no later than **5:00 p.m. on 12 April 2023 (Wednesday)**:
  - (a) via the HMC AGM Website; or
  - (b) in physical copy by depositing the same at the Company's Share Registrar's office at Boardroom Corporate & Advisory Services Pte Ltd, 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632; or
  - (c) by email to **AGM.TeamE@boardroomlimited.com**.
8. Shareholders who submit questions via email or by post to the Company must provide the following information:
  - (a) the Shareholder's full name;
  - (b) the Shareholder's identification number (i.e., NRIC/Passport Nos./Company Registration Nos.);
  - (c) the Shareholder's address; and
  - (d) the manner in which the Shareholder holds shares in the Company (e.g., via CDP, CPF or SRS).

Any question without these identification details will not be entertained.
9. The Company will endeavour to address the substantial and relevant questions received from Shareholders in advance of the AGM by publishing its responses on SGXNet and the Company's website at <https://www.healthwaymedical.com/investor-relations/announcements/>, **on 21 April 2023 (Friday) after trading hours**.
10. The Company's responses to other questions addressed during the Live Webcast of the AGM, or follow-up questions on substantial and relevant matters received prior to the AGM will be published on SGXNet and the Company's corporate website at <https://www.healthwaymedical.com/investor-relations/announcements/>, together with the minutes of the AGM within one (1) month after the date of the AGM.

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## Voting at the AGM

11. A Shareholder who wishes to exercise his/her/its voting rights at the AGM may:

- (a) (where the Shareholder is an individual) vote “live” via electronic means at the AGM, or (whether the Shareholder is an individual or a corporate) appoint a proxy(ies) (other than the Chairman of the Meeting) to vote “live” via electronic means at the AGM on his/her/its behalf; or
- (b) (whether the Shareholder is an individual or a corporate) appoint the Chairman of the Meeting as his/her/its proxy to vote on his/her/its behalf at the AGM.

CPF and SRS investors who wishes to exercise his/her/its voting rights at the AGM may:

- (a) vote “live” via electronic means at the AGM as proxies appointed by their respective CPF Agent Banks or SRS Operators, should contact their respective CPF Agent Banks or SRS Operators if they have any queries regarding their appointment as proxies; or
- (b) appoint the Chairman of the AGM as proxy to vote on their behalf at the AGM, should approach their respective CPF Agent Banks or SRS Operators to submit their voting instructions by **2:00 p.m. on 17 April 2023 (Monday), being seven (7) working days before the date of AGM.**

12. A Shareholder who is not a relevant intermediary\* is entitled to appoint not more than two (2) proxies to attend, speak and vote at the AGM. Where such Shareholder’s Proxy Form appointing a proxy(ies) appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the Proxy Form.

A Shareholder who is a relevant intermediary\* is entitled to appoint more than two (2) proxies to attend, speak and vote at the AGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such Shareholder’s Proxy Form appointing a proxy(ies) 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.

\*A Relevant Intermediary is:

- (a) a banking corporation licensed under the Banking Act 1970 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 to provide custodial services under the Securities and Futures Act 2001 and who holds shares in that capacity; or
- (c) the Central Provident Fund Board established by the Central Provident Fund Act 1953, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Central Provident Fund Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

13. The Chairman of the Meeting, as proxy, need not be a Shareholder of the Company.

14. The proxy form for the AGM (“Proxy Form”) may be accessed on the SGXNet at <https://www.sgx.com/securities/company-announcements> and the Company’s website at <https://www.healthwaymedical.com/investor-relations/announcements/>.

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15. The Proxy Form must be submitted through any one of the following means:
- (d) by depositing a physical copy at the Company's Share Registrar's office at Boardroom Corporate & Advisory Services Pte Ltd, 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632; or
  - (e) by sending a copy of the completed and executed Proxy Form via email to [AGM.TeamE@boardroomlimited.com](mailto:AGM.TeamE@boardroomlimited.com), in each case, **no later than 2:00 p.m. on 25 April 2023 (Tuesday)** (being not less than forty-eight (48) hours before the time fixed for the AGM).

**Shareholders of the Company are strongly encouraged to submit completed proxy forms electronically via email.**

16. In the case of submission of the Proxy Form, the Proxy Form must be executed under the hand of the appointor or of his attorney duly authorised in writing. Where the Proxy Form is executed by a corporation, it must be executed under its common seal or under the hand of its officer or attorney duly authorised. Where the Proxy Form is signed on behalf of the appointor by an attorney, the power of attorney (or other authority) or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the Proxy Form, failing which the Proxy Form may be treated as invalid.
17. A corporation which is a Shareholder may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative with respect to the AGM, in accordance with Section 179 of the Companies Act and the person so authorised shall upon production of a copy of such resolution certified by a director of the corporation to be a true copy, be entitled to exercise the powers on behalf of the corporation so represented as the corporation could exercise in person if it were an individual.
18. The Company shall be entitled to reject the 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 Proxy Form.
19. In the case of a Shareholder of the Company whose shares are entered against his/her name in the Depository Register, the Company may reject any Proxy Form if the Shareholder, being the appointor, is not shown to have shares entered against his/her name in the Depository Register as at seventy-two (72) hours before the time appointed for holding the AGM, as certified by The Central Depository (Pte) Limited to the Company.

## **Documents for the AGM**

20. Documents relating to the business of the AGM, which comprise the Company's annual report for the financial year ended 31 December 2022, as well as the Notice of AGM and the Proxy Form for the AGM ("**Documents**"), have been published on SGXNet and the Company's corporate website at <https://www.healthwaymedical.com/investor-relations/announcements/> on 4 April 2023. Printed copies of the Documents will **NOT** be sent to Shareholders. The Company also seeks Shareholders' understanding and cooperation to adhere to the measures taken by the Company in light of the COVID-19 situation. Shareholders are advised to check on the Company's announcement(s) on SGXNet or the Company's corporate website for any changes or updates on this AGM, should there be any further measures recommended by the relevant authorities.



# NOTICE OF ANNUAL GENERAL MEETING

Key dates/deadlines	
Key dates	Actions
9:00 a.m. on 4 April 2023 (Tuesday)	<ul style="list-style-type: none"> <li>Shareholders may begin to pre-register at HMC AGM Website for Live Webcast of the AGM proceeding.</li> <li>Shareholders may begin to submit questions at HMC AGM Website.</li> </ul>
5:00 p.m. on 12 April 2023 (Wednesday)	<ul style="list-style-type: none"> <li>Deadline for Shareholders to submit questions.</li> </ul>
2:00 p.m. on 17 April 2023 (Monday)	<ul style="list-style-type: none"> <li>Deadline for CPF or SRS investors who wish to appoint the Chairman of the AGM as proxy to approach their respective CPF Agent Banks or SRS Operators to submit their votes.</li> </ul>
After trading hours on 21 April 2023 (Friday)	<ul style="list-style-type: none"> <li>Company's responses on Shareholders' questions and/or answers to frequently asked questions made available to Shareholders on HMC AGM Website and on the SGXNet after trading hours.</li> </ul>
2:00 p.m. on 24 April 2023 (Monday)	<ul style="list-style-type: none"> <li>Deadline for Shareholders to pre-register for Live Webcast of the AGM proceeding.</li> </ul>
2:00 p.m. on 25 April 2023 (Tuesday)	<ul style="list-style-type: none"> <li>Deadline for Shareholders to submit proxy forms in respect of the resolutions tabled for approval at the AGM.</li> </ul>
12:00 noon on 26 April 2023 (Wednesday)	<ul style="list-style-type: none"> <li>Authenticated Shareholders will receive an email which will contain instructions as well as the link to access the Live Webcast of the AGM proceeding ("<b>Confirmation Email</b>").</li> <li>Shareholders who do not receive the Confirmation Email by <b>12:00 noon on 26 April 2023 (Wednesday)</b>, but have registered by the 24 April 2023 (Monday) deadline should contact the Company at the following email address: <a href="mailto:hmcagm2023@healthwaymedical.com">hmcagm2023@healthwaymedical.com</a>, with the following details included: <ul style="list-style-type: none"> <li>(a) the Shareholder's full name; and</li> <li>(b) his/her/its identification/registration number.</li> </ul> </li> </ul>
<b>Date and time of AGM –</b> 2:00 p.m. on 27 April 2023 (Thursday)	<ul style="list-style-type: none"> <li>Click on the link in the Confirmation Email and follow the instructions to access the Live Webcast of the AGM proceeding.</li> </ul> <p>Shareholders may go to "Contact Support" at the bottom of the HMC AGM Website, in the event if there is any technical issue for login pre-AGM or during AGM.</p>



# NOTICE OF **ANNUAL GENERAL MEETING**

## **Personal data privacy:**

By pre-registering for the Live Webcast, submitting a Proxy Form appointing a proxy(ies) to attend and vote at the AGM and/or any adjournment thereof, and/or submitting questions relating to the resolutions to be tabled for approval at the AGM or the Company's businesses and operations, a Shareholder of the Company consents to the collection, use and disclosure of the Shareholder's personal data by the Company (or its agents or service providers) for the following purposes:

- (i) processing and administration by the Company (or its agents) of proxy forms appointing proxy(ies) for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the AGM (including any adjournment thereof);
- (ii) processing of the registration for purpose of granting access to Shareholders (or their corporate representatives in the case of Shareholders which are legal entities) to the Live Webcast to observe the proceedings of the AGM and providing them with any technical assistance where necessary;
- (iii) addressing relevant and substantial questions from Shareholders received before the Meeting and if necessary, following up with the relevant Shareholders in relation to such questions;
- (iv) preparation and compilation of the attendance list, proxy lists, minutes and other documents relating to the AGM (including any adjournment thereof); and
- (v) enabling the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines by the relevant authorities.

Photographic, sound and/or video recordings of the AGM may be made by the Company for record keeping and to ensure the accuracy of the minutes prepared of the AGM. Accordingly, the personal data of a Shareholder of the Company (such as his name, his presence at the AGM and any questions he may raise or motions he propose/second) may be recorded by the Company for such purpose.