



ALLIANCE HEALTHCARE GROUP LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration No.: 200608233K)

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held at 8 Wilkie Road, #03-08 Wilkie Edge, Singapore 228095 on Thursday, 24 October 2019 at 2.30 p.m. to transact the following business:

ORDINARY BUSINESS

- To receive and adopt the Directors' Statement and Financial Statements for the financial year ended 30 June 2019 and the Auditor's Report thereon. **(Resolution 1)**
- To re-elect Dr. Barry Thng Lip Mong, who is retiring pursuant to Article 97 of the Constitution of the Company, as director of the Company. *(See Explanatory Note 1)* **(Resolution 2)**
- To re-elect Dr. Mok Kan Hwei, Paul, who is retiring pursuant to Article 103 of the Constitution of the Company, as director of the Company. *(See Explanatory Note 2)* **(Resolution 3)**
- To re-elect Dr. Leong Peng Kheong Adrian Francis, who is retiring pursuant to Article 103 of the Constitution of the Company, as director of the Company. *(See Explanatory Note 3)* **(Resolution 4)**
- To re-elect Mr. Wong Hin Sun, Eugene, who is retiring pursuant to Article 103 of the Constitution of the Company, as director of the Company. *(See Explanatory Note 4)* **(Resolution 5)**
- To re-elect Mr. Lim Heng Chong Benny, who is retiring pursuant to Article 103 of the Constitution of the Company, as director of the Company. *(See Explanatory Note 5)* **(Resolution 6)**
- To approve Directors' fees of S\$42,648 for the financial year ended 30 June 2019 (FY2018: S\$40,000). *(See Explanatory Note 6)* **(Resolution 7)**
- To approve Directors' fees of S\$150,000 for the financial year ending 30 June 2020. **(Resolution 8)**
- To re-appoint RSM Chio Lim LLP as auditors of the Company and authorise the Directors to fix their remuneration. **(Resolution 9)**

SPECIAL BUSINESS

To consider and, if thought fit, to pass the following Ordinary Resolution with or without any modifications:

10. Authority to allot and issue shares and convertible securities **(Resolution 10)**

That pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore (the "Act") and Rule 806 of the Singapore Exchange Securities Trading Limited ("SGX-ST") Listing Manual Section B: Rules of Catalist ("Catalist Rules") and the Constitution of the Company, authority be and is hereby given to the Directors to:

- issue shares whether by way of rights, bonus or otherwise;
- 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
- (notwithstanding 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, provided that:
 - the aggregate number of shares (including shares to be issued in pursuance of the Instruments, made or granted pursuant to this resolution) and Instruments to be issued pursuant to this resolution shall not exceed 100% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (b) below), of which the aggregate number of shares to be issued (including shares to be issued pursuant to the Instruments) other than on a pro rata basis to existing shareholders shall not exceed 50% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (b) below);
 - (subject to such calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of shares (including shares to be issued pursuant to the Instruments) that may be issued under sub-paragraph (a) above, the percentage of shares that may be issued shall be based on the total number of issued shares of the Company (excluding treasury shares and subsidiary holdings) at the time of the passing of this resolution, after adjusting for (i) new shares arising from the conversion or exercise of the Instruments or any convertible securities; and (ii) any subsequent bonus issue, consolidation or sub-division of shares;
 - in exercising such authority, the Company shall comply with the provisions of the Catalist Rules for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution for the time being of the Company; and
 - unless revoked or varied by the Company in a general meeting, such authority shall continue in force until (i) the conclusion of the next annual general meeting of the Company; or (ii) 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 7)*

BY ORDER OF THE BOARD

Low Mei Wan
Company Secretary

9 October 2019

Explanatory Notes:

- Dr. Barry Thng Lip Mong will, upon re-election as Director of the Company, remain as Executive Chairman and CEO of the Company. The detailed information of Dr. Thng can be found under "Board of Directors" and "Corporate Governance Statement" in the Company's Annual Report 2019.
- Dr. Mok Kan Hwei, Paul will, upon re-election as Director of the Company, remain as Executive Director of the Company. The detailed information of Dr. Mok can be found under "Board of Directors" and "Corporate Governance Statement" in the Company's Annual Report 2019.
- Dr. Leong Peng Kheong Adrian Francis will, upon re-election, continue to serve as Chairman of the Remuneration Committee and a member of the Audit and Risk Management Committee and Nominating Committee. He is considered independent for the purpose of Rule 704(7) of the Catalist Rules. Dr. Leong does not have any relationship with the Company, its related companies, its substantial shareholders or its officers that could interfere, or be reasonably perceived to interfere, with the exercise of his independent judgement with a view to the best interests of the Group. The detailed information of Dr. Leong can be found under "Board of Directors" and "Corporate Governance Statement" in the Company's Annual Report 2019.
- Mr. Wong Hin Sun, Eugene will, upon re-election, continue to serve as Chairman of the Audit and Risk Management Committee and a member of the Remuneration Committee and Nominating Committee. He is considered independent for the purpose of Rule 704(7) of the Catalist Rules. Mr. Wong does not have any relationship with the Company, its related companies, its substantial shareholders or its officers that could interfere, or be reasonably perceived to interfere, with the exercise of his independent judgement with a view to the best interests of the Group. The detailed information of Mr. Wong can be found under "Board of Directors" and "Corporate Governance Statement" in the Company's Annual Report 2019.
- Mr. Lim Heng Chong Benny will, upon re-election, continue to serve as Chairman of the Nominating Committee and a member of the Audit and Risk Management Committee and Remuneration Committee. He is considered independent for the purpose of Rule 704(7) of the Catalist Rules. Mr. Lim does not have any relationship with the Company, its related companies, its substantial shareholders or its officers that could interfere, or be reasonably perceived to interfere, with the exercise of his independent judgement with a view to the best interests of the Group. The detailed information of Mr. Lim can be found under "Board of Directors" and "Corporate Governance Statement" in the Company's Annual Report 2019.
- Resolution 7 is to approve the payment of an aggregate amount of S\$42,648 to the independent directors for their services, calculated on a pro rata basis from their respective dates of appointment until 30 June 2019. The Company was listed and quoted on the Catalist Board of the SGX-ST on 31 May 2019 and the independent directors were appointed in February and March 2019.
- Resolution 10, if passed, will empower the Directors, from the date of this annual general meeting until the next annual general meeting, to allot and issue new shares and/or convertible securities in the Company including a rights or bonus issue without seeking further approval from shareholders in general meeting for such purposes as the Directors consider would be in the best interests of the Company. The maximum number of shares which the Directors may issue pursuant to this Resolution shall not exceed the quantum set out in the Resolution.

Notes:

- A member who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote at the annual general meeting. Where such member's proxy form appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the proxy form. If no percentage is specified, the first named proxy shall be deemed to represent 100% of the shareholding and the second named proxy shall be deemed to be an alternate to the first named.
 - A member who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the annual general meeting, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member.
- A proxy need not be a member of the Company.
- If the appointor is a corporation, the proxy must be executed under its common seal or under the hand of its representative or attorney duly authorised.
- The instrument appointing a proxy or proxies must be deposited at the registered office of the Company at 25 Bukit Batok Crescent, #07-12 The Ellist, Singapore 658066, not less than seventy-two (72) hours before the time appointed for the annual general meeting.
- A depositor shall not be regarded as a member of the Company entitled to attend and vote at the annual general meeting unless his name appears on the Depository Register not less than seventy-two (72) hours before the time of the annual general meeting. In view of Section 81SJ(4) of the Securities and Futures Act, a Depositor shall not be regarded as a member of the Company entitled to attend the annual general meeting and to speak and vote thereat unless his name appears in the Depository Register maintained by The Central Depository (Pte) Limited ("CDP") at least seventy-two (72) hours before the annual general meeting. Any Shareholder who is holding his shares via the CDP but whose name is not registered with CDP seventy-two (72) hours before the annual general meeting will not be entitled to attend and vote at the annual general meeting. Accordingly, even if such shareholder deposits his proxy form seventy-two (72) hours before the annual general meeting, his proxy will not be entitled to attend and vote at the annual general meeting.

Personal data privacy:

Where a member of the Company submits an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the annual general meeting 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 annual general meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the annual general meeting (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 shareholder will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the shareholder's breach of warranty.

This notice has been reviewed by the Company's sponsor, CIMB Bank Berhad, Singapore Branch ("Sponsor") in accordance with Rule 226(2)(b) of the Singapore Exchange Securities Trading Limited ("SGX-ST") Listing Manual Section B: Rules of Catalist. This notice has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this notice, including the correctness of any of the statements or opinions made or reports contained in this notice. The contact person for the Sponsor is Ms Tan Cher Ting, Director, Investment Banking, CIMB Bank Berhad, Singapore Branch at 50 Raffles Place, #09-01 Singapore Land Tower, Singapore 048623, Telephone: +65 6337 5115.