

QUE LIPPO HEALTHCARE LIMITED

(Company Registration No. 201304341E)
(Incorporated in the Republic of Singapore)
(the "Company")

NOTICE OF EXTRAORDINARY GENERAL MEETING

All capitalised terms used in this Notice which are not defined herein shall, unless the context otherwise requires, have the same meaning ascribed to them in the circular issued by the Company to Shareholders dated 5 January 2022.

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting ("EGM") of the Company will be convened and held by way of electronic means on 28 January 2022 at 9.00 a.m. (Singapore time) for the purpose of considering and, if thought fit, passing with or without modifications, the following resolution:

ORDINARY RESOLUTION

THE PROPOSED DIVESTMENT BY THE COMPANY OF 100.0% OF THE ISSUED AND PAID-UP SHARE CAPITAL OF EACH OF (1) OUELH JAPAN MEDICAL FACILITIES PTE. LTD., WHICH OWNS A 100.0% INTEREST IN 12 NURSING HOMES LOCATED IN JAPAN; AND (2) OUELH JAPAN MEDICAL ASSETS PTE. LTD. AS A MAJOR TRANSACTION

THAT:

- (a) pursuant to Rule 1014 of the Catalyst Rules, approval be and is hereby given for the Company to enter into the Proposed Transaction pursuant to the terms and conditions of the JMF SPA and the JMA SPA as entered into between the Purchaser and the Company;
- (b) the Directors of the Company and each of them be and are hereby authorised to do and complete all such acts and things, including without limitation, executing all such documents and to approve any amendments, alterations or modifications to any documents as any of them may consider necessary, desirable or expedient to give effect to the Proposed Transaction as they or he may think fit; and
- (c) any acts, matters and things done or performed, and/or documents signed, executed, sealed and/or delivered by a Director in connection with the Proposed Transaction and this Resolution be and are hereby approved, confirmed and ratified.

BY ORDER OF THE BOARD

Victor Chong
Company Secretary
5 January 2022

Personal data privacy

By completing and submitting the proxy form appointing the Chairman of the EGM to attend, speak and vote at the EGM and/or any adjournment thereof, a member of the Company consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the purpose of the processing, administration, analysis and facilitation by the Company (or its agents or its service providers) of the appointment of the Chairman of the EGM as proxy 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 or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines.

Notes:

1. The EGM is being convened, and will be held, by way of electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. Printed copies of this Notice will not be sent to members. Instead, this Notice will be sent to members by electronic means via announcement on the website of the SGX-ST at the URL <https://www.sgx.com/securities/company-announcements> and may be accessed at the Company's website at the URL https://investor.ouelh.com/aggm_egm.html.
2. Alternative arrangements relating to attendance at the EGM via electronic means (including arrangements by which the EGM can be electronically accessed via "live" audio-and-video webcast or "live" audio-only stream), submission of questions to the Chairman of the EGM in advance of the EGM, addressing of substantial and relevant questions either before the EGM (including at a virtual information session ("VIS")) or at the EGM and voting by appointing the Chairman of the EGM as proxy at the EGM, are set out in this Notice, which may be accessed at the Company's website at the URL https://investor.ouelh.com/aggm_egm.html, and will also be made available on the website of the SGX-ST at the URL <https://www.sgx.com/securities/company-announcements>.
3. **Due to the current COVID-19 situation in Singapore, members will not be able to attend the EGM in person. Shareholders, CPFIS Investors and SRS Investors who wish to follow the proceedings through a "live" audio-and-video webcast via their mobile phones, tablets or computers or listen to the proceedings through a "live" audio-only stream via telephone must pre-register at <http://www.ouelh.com/EGMJan2022.html> no later than 9.00 a.m. on 25 January 2022 (the "Registration Deadline").** Following verification, an email containing instructions on how to access the "live" audio-and-video webcast and "live" audio-only stream of the proceedings of the EGM will be sent to authenticated Shareholders, CPFIS Investors and SRS Investors by 12.00 p.m. on 27 January 2022.

Shareholders, CPFIS Investors and SRS Investors who do not receive any email by 12.00 p.m. on 27 January 2022, but have registered by the Registration Deadline, should contact the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at srs.teamE@boardroomlimited.com stating: (a) his/her/its full name; and (b) his/her/its identification/registration number.

An investor holding Shares through relevant intermediaries (as defined in Section 181 of the Companies Act, Chapter 50 of Singapore) ("Investors") (other than CPFIS Investors and SRS Investors) will not be able to pre-register at <http://www.ouelh.com/EGMJan2022.html> for the "live" broadcast of the EGM. An Investor (other than CPFIS Investors and SRS Investors) who wishes to participate in the "live" broadcast of the EGM 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's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., via email to srs.teamE@boardroomlimited.com no later than 9.00 a.m. on 25 January 2022.

4. **A member (whether individual or corporate) must submit his/her/its proxy form appointing the Chairman of the EGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the EGM if such member wishes to exercise his/her/its voting rights at the EGM.** The accompanying proxy form for the EGM will be announced together with this Notice and may be accessed at the Company's website at the URL https://investor.ouelh.com/aggm_egm.html and the website of the SGX-ST at the URL <https://www.sgx.com/securities/company-announcements>.

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.

CPFIS Investors and SRS Investors who wish to appoint the Chairman of the EGM as proxy should approach their respective CPF Agent Banks or SRS Agent Banks to submit their votes by 5.00 p.m. on 19 January 2022, being at least seven (7) working days before the date of the EGM.

5. The Chairman of the EGM, as proxy, need not be a member of the Company.
6. The instrument appointing the Chairman of the EGM as proxy must be submitted to the Company in the following manner:
 - a. if submitted electronically, be submitted via email to the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at srs.teamE@boardroomlimited.com; or
 - b. if submitted by post, be lodged at the registered office of the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623,

in either case, by **9.00 a.m. on 25 January 2022** (being 72 hours before the time appointed for holding the EGM).

A member who wishes to submit an instrument of proxy must first download, complete and sign the proxy form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.

Due to the current COVID-19 situation in Singapore and the related safe distancing measures which may make it difficult for members to submit completed proxy forms by post, members are strongly encouraged to submit completed proxy forms electronically via email.

7. Members will not be able to ask questions during the "live" audio-and-video webcast or the "live" audio-only stream of the EGM. Members who wish to ask questions relating to the resolution to be tabled at the EGM must complete and submit the questions form for the EGM, which will be announced together with this Notice and may be accessed at the Company's website at the URL https://investor.ouelh.com/aggm_egm.html and will also be made available on the website of the SGX-ST at the URL <https://www.sgx.com/securities/company-announcements>.

8. The questions form must be submitted to the Company in the following manner:
 - a. if submitted electronically, be submitted via email to the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at srs.teamE@boardroomlimited.com; or
 - b. if submitted by post, be lodged at the registered office of the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623,

in either case, by **9.00 a.m. on 14 January 2022** for the purposes of the VIS (the "VIS Questions Deadline") or by **9.00 a.m. on 24 January 2022** for the purposes of the EGM (being 24 hours before the closing time for the lodgement of the proxy forms prior to the EGM).

A member who wishes to submit the questions form must first download, complete and sign the question form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.

Due to the current COVID-19 situation in Singapore and the related safe distancing measures which may make it difficult for members to submit completed questions forms by post, members are strongly encouraged to submit completed questions forms electronically via email.

9. A VIS will also be held for Shareholders and Investors prior to the EGM, at **6.00 p.m. on 19 January 2022** where the Company will endeavour to address all substantial and relevant questions received by the VIS Questions Deadline from Shareholders and Investors in relation to the ordinary resolution to approve the Proposed Transaction as set out in the Notice of EGM. Shareholders and Investors will also be able to ask questions "live" via the online chat box function during the VIS. Further details on the VIS are set out in Section 19.1(b) of the Circular.

10. The Company will endeavour to address all substantial and relevant questions received from Shareholders and/or Investors during the VIS (if received by the VIS Questions Deadline), or prior to or during the EGM (if received after the VIS Questions Deadline but by **9.00 a.m. on 24 January 2022**), having regard to the limited time available at the VIS and the EGM, respectively.

11. The Company will publish the minutes, or provide a link for Shareholders and Investors to access the recording of the VIS on SGXNet at the URL <https://www.sgx.com/securities/company-announcements> and the Company's website at the URL https://investor.ouelh.com/aggm_egm.html, by **21 January 2022**. The Company will also, within one (1) month after the date of the EGM, publish the minutes of the EGM on SGXNet and the Company's website, and the minutes will include the responses to the questions referred to above.