

HEALTHBANK HOLDINGS LIMITED

(Incorporated in the Republic of Singapore)

(Company Registration Number 201334844E)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting ("AGM") of HealthBank Holdings Limited (the "Company") will be held at 181 Orchard Road, #10-01, Singapore 238896 on Tuesday, 28 April 2026 at 2:30 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 2025 together with the Independent Auditor's Report thereon. **(Resolution 1)**
2. To re-elect Mr. Ng Fook Ai Victor, who is retiring pursuant to Regulation 107 of the Company's Constitution, as a Director. **(Resolution 2)**
(see explanatory note A)
3. To note the retirement of Mr. Gan Fong Jek, a Director of the Company, retiring by rotation under Regulation 107 of the Company's Constitution. Mr Gan Fong Jek has decided not to seek re-election and will retire at the conclusion of the forthcoming AGM.
4. To appoint Baker Tilly TFW LLP as the auditors of the Company in place of the retiring auditors, CLA Global TS Public Accounting Corporation, to hold office until the conclusion of the next AGM and to authorise the Directors of the Company to fix their remuneration. **(Resolution 3)**
(see explanatory note B)
5. To transact any other business that may be properly transacted at an AGM.

AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolutions (with or without amendments) as Ordinary Resolutions:

6. That pursuant to Section 161 of the Companies Act 1967 (the "Companies Act") and Rule 806 of Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited ("SGX-ST") ("Catalist Rules"), the Directors be authorised and empowered to:
(Resolution 4)
 - (a) (i) allot and issue shares in the capital of the Company ("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) options, 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 Instrument made or granted by the Directors while this Resolution was in force,

provided that:

- (1) the aggregate number of Shares (including Shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) to be issued pursuant to this Resolution shall not exceed 100% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of Shares and Instruments to be issued other than on a pro rata basis to shareholders of the Company shall not exceed 50% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (2) below);

- (2) (subject to such 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 (1) above, the percentage of the total issued Shares (excluding treasury shares and subsidiary holdings) shall be based on the total number of issued Shares (excluding treasury shares and subsidiary holdings) at the time of the passing of this Resolution, after adjusting for:
- (a) new Shares arising from the conversion or exercise of any convertible securities;
 - (b) new Shares arising from the exercise of share options or vesting of share awards, provided that the share options or share awards (as the case may be) were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and
 - (c) any subsequent bonus issue, consolidation or subdivision of Shares.

Adjustments for (a) and (b) above are only to be made in respect of new Shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of the passing of this Resolution;

- (3) in exercising the authority conferred by this Resolution, 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), all applicable legal requirements under the Companies Act and the Constitution of the Company for the time being; and
- (4) unless revoked or varied by the Company in a general meeting, such authority conferred by this Resolution shall continue in force until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is earlier.

(see explanatory note C)

BY ORDER OF THE BOARD

Peng Fei George
Executive Director and CEO

13 April 2026
Singapore

Explanatory Notes:

- A. Mr. Ng Fook Ai Victor ("**Mr. Ng**") will, if re-elected as a Director, remain as an Independent Non-Executive Director, the Chairman of the Board and a member of each of the Audit Committee, the Nominating Committee and the Remuneration Committee of the Company. The Board considers Mr. Ng to be independent for the purpose of Rule 704(7) of the Catalist Rules. Detailed information on Mr. Ng can be found under the sections entitled "Board of Directors" and "Additional Information on Directors Seeking Re-election" of the Company's Annual Report 2025.
- B. Ordinary Resolution 3 is to approve the appointment of Baker Tilly FWF LLP ("**Baker Tilly**") as auditors of the Company in place of the retiring auditors, CLA Global TS Public Accounting Corporation ("**CLA Global TS**"), and to authorise the Directors to fix their remuneration. The Company has received the notice of nomination from its substantial shareholder, Mr. Peng Weile, dated 5 March 2026 on the appointment of Baker Tilly in place of the retiring auditors, CLA Global TS. This explanatory note contains all information necessary to allow shareholders to make a properly informed in relation to the proposed change of auditors. Shareholders are advised to consult independent advisers if they are in doubt as to any action that they should take.

Rationale

CLA Global TS, the retiring auditors, has served as external auditors of the Company since the financial year ended 31 December 2011. The Audit Committee ("**AC**") is of the view that the change of auditors is in the best interests of the Company as it would enable the Company to benefit from a change of perspectives.

Information on Baker Tilly and the audit engagement partner

Baker Tilly is a firm of Chartered Accountants in Singapore registered with the Accounting and Corporate Regulatory Authority of Singapore ("**ACRA**") and approved under the Accountants Act. It has 13 partners and a staff strength of more than 300 in Singapore and has significant experience acting as auditors of companies listed on the SGX-ST. Baker Tilly is an independent member of Baker Tilly International, which is globally the 10 largest accounting and business advisory network by combined revenue, with member firms in 143 countries, and a global workforce of more than 43,000 people. For more information about Baker Tilly, please visit its website at - www.bakertilly.sg.

For the audit of the Group, the audit engagement team will comprise the following professionals: One (1) engagement partner, supported by one (1) additional partner acting as engagement quality reviewer, co-managed by one (1) manager and one (1) to two (2) staffs.

Baker Tilly has assigned Mr. Low See Lien ("**Mr. Low**") as the Company's audit engagement partner, if they are appointed. Mr. Low has more than 20 years of professional experience in audit and assurance-related projects. His clients included listed companies, multinational companies and statutory boards, with extensive experience in different industries such as real estate, oil and gas, technology, manufacturing, communication and retail. Mr. Low has also been involved in Initial Public Offerings ("**IPOs**") as well as public debt offerings. In addition to his professional experience, Mr. Low holds several professional qualifications and memberships. He is a Practising Member of the Institute of Singapore Chartered Accountants ("**ISCA**"), a Member of the Singapore Institute of Directors, and a Member of ACRA's Complaints and Disciplinary Committee. Furthermore, he serves as the Honorary Treasurer of the Singapore National Paralympic Council. Mr. Low is a Fellow Chartered Accountant ("**FCA**") of Singapore.

The Board, with the concurrence of the AC, is satisfied that Baker Tilly will be able to meet the audit requirements of the Group after having considered factors such as the independence of Baker Tilly and the audit engagement partner assigned to the audit, the adequacy of the resources and experience of Baker Tilly and the audit engagement partner assigned to the audit, Baker Tilly's other audit engagements, the size and complexity of the Group, and the number and experience of supervisory and professional staff who will be assigned to the Group's audit. Baker Tilly has given their consent to be appointed as the auditors, subject to the approval of the shareholders at the AGM.

Compliance with Rules 712 and 715 of the Catalist Rules

Assuming that Ordinary Resolution 3 is approved by the shareholders, for the purposes of Rule 715 of the Catalist Rules, Baker Tilly will be appointed as the auditors of the subsidiaries of the Group in Singapore, and its foreign incorporated subsidiaries will continue to be audited by their respective existing auditors. The Company does not have any associated companies.

In accordance with Rule 712(3) of the Catalist Rules, the Company confirms that:

- a) CLA Global TS has confirmed by way of their letter dated 2 April 2026 to Baker Tilly that they are not aware of any professional reasons why Baker Tilly should not accept the appointment as the auditors of the Company;
- b) there were no disagreements with CLA Global TS on accounting treatments within the last twelve (12) months preceding the date of this Notice;
- c) it is not aware of any circumstances connected with the proposed change of auditors that should be brought to the attention of shareholders of the Company which has not been disclosed in this Notice;
- d) there are no specific reasons for the proposed change of auditors save as disclosed above; and
- e) it has complied with Rules 712 and 715 of the Catalist Rules in relation to the proposed appointment of Baker Tilly.

Recommendation by the AC and the Board

The Board, with the concurrence of the AC, has, accordingly, reviewed the background and rationale in relation to the proposed change of auditors, is of the view that it would be in the best interests of the Company to effect a change of auditors with effect from the financial year ending 31 December 2026 and has recommended that Baker Tilly be appointed as auditors of the Company, having taken into consideration the following factors:

- a) the Audit Quality Indicators listed in the Audit Quality Indicators Disclosure Framework issued by the ACRA as well as the suitability and independence of Baker Tilly meet the audit requirements of the Group;
- b) neither Baker Tilly nor the audit engagement partner to be assigned to the audit of the Group has been the subject of any regulatory investigation or complaints, or any restrictions, disciplinary actions and/or conditions imposed by any regulatory authority or professional body;
- c) Baker Tilly confirmed that it was subject to Quality Control Review Process pursuant to Part 5A of the Accountants Act 2004 of Singapore (which came into operation on 1 July 2023) and the outcome of such review was satisfactory;
- d) the audit engagement partner, Mr. Low, was subject to a Practice Monitoring Programme ("PMP") review by ACRA in 2024 and no adverse feedback was noted from the said review;
- e) the proposed engagement quality reviewer was subject to a PMP review by ACRA in 2022 and he has passed the PMP review with no findings;
- f) Baker Tilly will carry out the audit of the Group in accordance with the scope of audit (which is comparable to the scope of audit by CLA Global TS for the financial year ended 31 December 2025) set out and agreed by the Company and Baker Tilly for the financial period ending 31 December 2026; and
- g) the requirements of the relevant Catalist Rules will be complied with.

The Board wishes to state that CLA Global TS had continued to discharge their duties well and professionally throughout their tenure as auditors of the Group and express their appreciation for the past services rendered by CLA Global TS. The appointment of Baker Tilly as auditors in place of CLA Global TS will take effect subject to the approval of the same by the shareholders at the AGM.

- C. The Ordinary Resolution 4 proposed in item 6 above, if passed, will empower the Directors of the Company, effective until the conclusion of the next AGM of the Company, or the date by which the next AGM of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is earlier, to issue Shares, make or grant Instruments convertible into Shares and to issue Shares pursuant to such Instruments, up to a number not exceeding, in total, 100% of the total number of issued Shares (excluding treasury shares and subsidiary holdings), of which up to 50% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) may be issued other than on a pro rata basis to shareholders of the Company.

Notes:

1. Printed copies of this Notice and the accompanying Proxy Form and the Request Form will be physically despatched to members of the Company ("Members"). In addition, these documents will be made available on SGXNet at the URL <https://www.sgx.com/securities/company-announcements>.
2. Members are invited to attend the AGM at the physical venue stated above, being 181 Orchard Road, #10-01, Singapore 238896. There will be no option for shareholders to participate virtually. Members attending the AGM must bring along their NRIC or passport to enable the Company to verify their identity. The Company reserves the right to refuse admittance to the AGM if the attendee's identity cannot be verified accurately.
3. **Investors Holding Shares through Relevant Intermediaries**

Investors who hold shares through relevant intermediaries as defined in Section 181(6) of the Companies Act, including investors who hold shares under the Supplementary Retirement Scheme ("SRS Investors"), and who wish to participate in the AGM must approach their respective agents so that the necessary arrangements can be made by the relevant agents for their participation in the AGM or the appointment of the Chairman (or other person(s)) to act as their proxy. Such investors should approach their respective relevant intermediaries **by 5:00 p.m. on 16 April 2026** (being at least seven (7) working days before the date of AGM), or such other date as specified by the relevant intermediaries, to submit their votes.

Investors holding shares through relevant intermediaries may attend and cast their votes at the AGM personally only if they are appointed by their relevant intermediaries as proxy. SRS Investors may attend and cast their votes at the AGM personally only if they are appointed by their SRS Operators as proxy.

Please refer to Note 5 for more information on the submission of proxy forms.

4. Members' Queries

Members will be able to speak and ask questions during the AGM. To ensure that sufficient time and attention may be accorded to each question, Members are encouraged to submit questions relating to the resolutions to be tabled for approval at the AGM in advance of the AGM. Members are encouraged to submit questions promptly for them to be addressed.

Members submitting their questions for a response by the Company in advance of the AGM must submit their questions **no later than 5:00 p.m. on 20 April 2026 ("Cut-off Time")** (being seven (7) calendar days from the date of the Notice of AGM) to the Company:

- (a) **in hard copy by post** to the registered office of the Company at 15 Scotts, 15 Scotts Road, #04-08, Singapore 228218; or
- (b) **via email** to healthbank123@gmail.com.

For verification purposes, when submitting any questions by post or via email, Members **MUST** provide the Company with their particulars (comprising full name (for individuals)/company name (for corporates), email address, contact number, NRIC/passport number/company registration number, shareholding type and number of shares held).

The responses to substantial and relevant questions from Members in relation to the resolutions to be tabled at the AGM that are submitted by the above deadline will be posted on the SGXNet as soon as possible and in any case, no later than **2:30 p.m. on 24 April 2026** (being 48 hours before the closing date and time for the lodgement of proxy forms). Any subsequent clarifications sought by Members after the Cut-off Time will be addressed at the AGM, or within another reasonable timeframe. The minutes of the AGM will be published on the SGXNet within one (1) month after the date of the AGM.

Investors who hold shares through relevant intermediaries as defined in Section 181(6) of the Companies Act, including SRS Investors, can also submit their questions in relation to any resolution set out in the Notice of AGM in the above manner.

If any questions, comments or statements are made or submitted by any Member(s) or proxy/proxies at or in advance of the AGM, or in relation to the resolutions to be tabled for approval at the AGM, the Company shall have the right to include the identity of such Member(s) or proxy/proxies in any announcement(s) relating to the proceedings of the AGM and/or such questions.

5. Voting at the AGM, including Proxy Voting

A Member (including a relevant intermediary and whether individual or corporate) who wishes to exercise his/her/its voting rights at the AGM must exercise his/her/its voting rights in one of the following manners:

- (a) a Member entitled to attend and vote at the AGM and who is not a relevant intermediary may appoint not more than two (2) proxies to attend and vote in his/her/its stead;
- (b) a Member entitled to attend and vote at the AGM and who is a relevant intermediary may appoint more than two (2) proxies provided that each proxy is appointed to exercise the rights attached to different shares held by such member; or
- (c) by personally attending and voting at the AGM.

Where the Member opts to appoint one or more proxies in the manner as set out at Note 5(a) or 5(b) above, the instrument appointing the proxy must be submitted to the Company in the following manner:

- (i) if **by post**, to the registered office of the Company, at 15 Scotts, 15 Scotts Road, #04-08, Singapore 228218; or
- (ii) if sent **by email**, to healthbank123@gmail.com.

in any case, not less than 48 hours before the time for holding the AGM and at any adjournment thereof, i.e., the Member's proxy form must be received by the Company **no later than 2:30 p.m. on 26 April 2026**. Members are strongly encouraged to submit completed proxy forms electronically via email.

The instrument appointing the proxy must be signed by the appointor or his/her/its attorney duly authorised in writing. Where the instrument appointing a proxy is executed by a corporation, it must be executed either under its common seal or under the hand of any officer or attorney duly authorised.

In the case of shares entered in the Depository Register, a Depositor's name must appear on the Depository Register maintained by The Central Depository (Pte) Limited as at 72 hours before the time fixed for holding the AGM in order for the Depositor to be entitled to appoint the proxy.

The Company shall be entitled to reject any instrument appointing a proxy 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 instrument (such as in the case where the appointor submits more than one instrument appointing a proxy). In addition, where the instrument appointing a proxy is signed on behalf of the appointor by an attorney, the power of attorney or a notarially certified copy thereof (failing previous registration with the Company) must be lodged with the instrument of proxy, failing which the instrument of proxy may be treated as invalid.

Personal Data Privacy:

"**Personal data**" in this notice of AGM has the same meaning as "personal data" in the Personal Data Protection Act 2012, which includes, *inter alia*, the Member's name and its proxy's and/or representative's name, address and NRIC/Passport number. By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend and vote at the AGM 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 or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) 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 or service providers), 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 or service providers) 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.

*This Notice has been reviewed by the Company's sponsor, SAC Capital Private Limited (the "**Sponsor**"). 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 Lee Khai Yinn (+65 6232 3210) at 1 Robinson Road #21-01 AIA Tower, Singapore 048542.