

**ASIAMEDIC LIMITED**  
(Incorporated in the Republic of Singapore)  
Company Registration No: 197401556E

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting (“**AGM**”) of AsiaMedic Limited (the “**Company**”) will be held by electronic means on Saturday, 29 April 2023 at 9.30 a.m. to transact the following businesses:

**ORDINARY BUSINESS**

1. To receive and adopt the audited financial statements of the Company and the Group for the financial year ended 31 December 2022 and the Directors’ Statement and Auditors’ Report thereon. **(Resolution 1)**
2. To re-elect Mr Chua Keng Woon, a Director retiring pursuant to Regulation 89 of the Constitution of the Company. **(Resolution 2)**
3. To re-elect Mr Leong Yew Meng, a Director retiring pursuant to Regulation 89 of the Constitution of the Company. **(Resolution 3)**
4. To approve Directors’ fee of S\$169,184 for the financial year ended 31 December 2022 (2021: S\$173,000). **(Resolution 4)**
5. To re-appoint Messrs Baker Tilly TFW LLP as Auditors of the Company and to authorize the Directors to fix their remuneration. **(Resolution 5)**

**SPECIAL BUSINESS**

To consider and if thought fit, pass the following resolutions as Ordinary Resolutions, with or without modifications:

6. **Authority to issue Shares and Instruments convertible into Shares**

“That pursuant to Section 161 of the Companies Act 1967 (the “**Act**”) and Rule 806 of the Listing Manual (Section B: Rules of Catalist) (the “**Catalist Rules**”) of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”), approval be and is hereby given to the Directors of the Company, to:

- (a) (i) issue ordinary 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 in their absolute discretion deem fit;
- (b) issue Shares in pursuance of any Instruments made or granted by the Directors while the authority was in force (notwithstanding the authority conferred by this Resolution may have ceased to be in force) provided always that:
  - (l) 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) does not exceed 100% of the total number of issued Shares, excluding treasury shares and subsidiary holdings, of which the aggregate number of Shares and convertible securities to be issued other than on a pro rata basis to existing shareholders of the Company does not exceed 50% of the total number of issued Shares excluding treasury shares and subsidiary holdings, and for the purpose of this Resolution, the total number of issued Shares excluding treasury shares and subsidiary holdings shall be the Company’s total number of issued Shares excluding treasury shares and subsidiary holdings at the time this Resolution is passed, after adjusting for:
    - (a) new Shares arising from the conversion or exercise of convertible securities;

- (b) new Shares arising from exercising share options or vesting of share awards provided the options or awards 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;

whereby adjustments in accordance with (a) or (b) 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; and

- (ii) 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 or the Monetary Authority of Singapore) and the Constitution for the time being of the Company;
  - (iii) in this Resolution, “subsidiary holdings” shall have the meaning ascribed to it in the Catalist Rules; and
  - (iv) such authority shall, unless revoked or varied by the Company at a general meeting, continue in force until the conclusion of the next annual general meeting or the date by which the next annual general meeting of the Company is required by law to be held, whichever is the earlier;
- (c) the Directors be and are hereby authorised to do any and all acts which they deem necessary and expedient in connection with paragraphs (a) and (b) above.”

**(Resolution 6)**

## 7. **Proposed Renewal of the Share Purchase Mandate**

“THAT:

- (1) for the purposes of Sections 76C and 76E of the Act, the exercise by the Directors of the Company of all the powers of the Company to purchase or acquire Shares not exceeding in aggregate the Maximum Percentage (as defined below), at such price or prices as may be determined by the Directors from time to time up to the Maximum Price (as defined below), whether by way of:
  - (a) on-market purchases on the SGX-ST (“**On-Market Purchase**”); and/or
  - (b) off-market purchases (if effected otherwise than on the SGX-ST) in accordance with any equal access scheme(s) as may be determined or formulated by the Directors as they consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Act (“**Off-Market Purchase**”),and otherwise in accordance with all other laws regulations and rules of the SGX-ST as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the “**Share Purchase Mandate**”);
- (2) unless varied or revoked by the Company in general meeting, the authority conferred on the Directors of the Company pursuant to the Share Purchase Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the date of the passing of this Resolution and expiring on the earliest of:
  - (a) the date on which the next annual general meeting of the Company is held;
  - (b) the date by which the next annual general meeting of the Company is required by law to be held;
  - (c) the date when such mandate is revoked or varied by the Shareholders of the Company in general meeting; or

(d) the date on which the share purchase is carried out to the full extent mandated,  
(the “**Relevant Period**”).

(3) in this Resolution:

“**Maximum Percentage**” means that number of issued Shares representing 10.0% of the total number of issued Shares as at the date of the passing of this Resolution (excluding any Shares which are held as treasury shares or subsidiary holdings as at that date); and

“**Maximum Price**” in relation to a Share to be purchased or otherwise acquired, means the purchase price as determined by the Directors (excluding brokerage, commission, applicable goods and services tax, stamp duties, clearance fees and other related expenses) and not exceeding:

(a) in the case of an On-Market Purchase, 105.0% of the average closing market price. For this purpose, the average closing market price is:

(i) the average of the closing market prices of the Shares over the last five (5) Market Days (on which transactions in the Shares were recorded) immediately before the date of the On-Market Purchase by the Company; and

(ii) deemed to be adjusted for any corporate action that occurs during the relevant five (5) Market Day period and the day on which the purchases are made; and

(b) in the case of an Off-Market Purchase, 105.0% of the highest price at which a Share is transacted on the SGX-ST on the Market Day (when transactions in the Shares are recorded) immediately preceding the date on which the Company announces an Off-Market Purchase offer stating the purchase price and the relevant terms of the equal access scheme,

(the “**Maximum Price**”) in either case, excluding related expenses of the share purchase.

(4) the Directors of the Company and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they and/or he may consider expedient or necessary or in the interests of the Company to give effect to the transactions contemplated and/or authorised by this Resolution. **(Resolution 7)**

8. **Authority to grant options and to allot and issue shares under the AsiaMedic Employee Share Option Scheme 2016**

“That the Directors of the Company be and are hereby authorised to offer and grant options in accordance with the provisions of the AsiaMedic Share Option Scheme 2016 (the “**AsiaMedic ESOS**”) and to allot and issue from time to time such number of shares as may be required to be issued pursuant to the exercise of the options under the AsiaMedic ESOS provided always that the aggregate number of shares in respect of which options may be granted under the AsiaMedic ESOS shall not exceed 15% of the total issued capital (excluding treasury shares and subsidiary holdings) of the Company on the day preceding the relevant date of grant of option, and when added to the number of shares issued and issuable and/or transferred and transferable in respect of (a) all shares available under the AsiaMedic ESOS and (b) all shares, options or awards granted under the AsiaMedic Share Award Scheme or any other share option scheme, share award scheme or share incentive scheme of the Company then in force, shall not exceed 25% of the issued share capital (excluding treasury shares and subsidiary holdings) of the Company on the day preceding the relevant date of grant of option, and subject to such adjustments as may be made to the AsiaMedic ESOS as result of any variation in the capital structure of the Company.” **(Resolution 8)**

9. **Proposed renewal of the IPT General Mandate**

“THAT:

- (a) approval be and is hereby given, for the purposes of Chapter 9 of the Catalist Rules, for the renewal of the IPT General Mandate (which was obtained at the extraordinary general meeting of the Company held on 24 April 2017) for the Company and/or its Subsidiaries, to enter into any of the transactions falling within the types of Interested Person Transactions described in Appendix B attached to the Annual Report with any party who falls within the classes of interested persons as described in the Appendix B, provided that such transactions are made on normal commercial terms and in accordance with the review procedures for the Interested Person Transactions as set out in the Appendix B (the **“IPT General Mandate”**);
- (b) the IPT General Mandate shall, unless revoked or varied by the Company in general meeting, continue in force until the next annual general meeting of the Company is held or is required by law to be held; and
- (c) the Directors be and are hereby authorised to take such steps, approve all matters and enter into all such transactions, arrangements and agreements and execute all such documents and notices as may be necessary or expedient for the purposes of giving effect to the IPT General Mandate as such Directors or any of them may deem fit or expedient or to give effect to this Resolution.” **(Resolution 9)**

**ANY OTHER BUSINESS**

10. To transact any other business which may be properly transacted at an annual general meeting.

Dated this 14 April 2023

BY ORDER OF THE BOARD  
Foo Soon Soo (Ms)  
Company Secretary

**EXPLANATORY NOTES:**

- (i) Resolution 2 – Mr Chua Keng Woon will upon re-election, remain as the Chairman of the Nominating Committee and a member of the Audit and Risk Management Committee. He is considered independent for the purpose of Rule 704(7) of the Catalist Rules. Detailed information on Mr Chua as required under Rule 704(7) of the Catalist Rules can be found in the Company's Annual Report 2022.
- (ii) Resolution 3 – Mr Leong Yew Meng will upon re-election, remain as the Chairman of the Remuneration Committee and a member of the Nominating Committee. He is considered independent for the purpose of Rule 704(7) of the Catalist Rules. Detailed information on Mr Leong as required under Rule 704(7) of the Catalist Rules can be found in the Company's Annual Report 2022.
- (iii) Resolution 6 – If passed, will enable the Directors to issue shares in the Company up to 100% of the total number of issued shares and instruments convertible into shares excluding treasury shares in the capital of the Company (in the case of issuance other than on a pro-rata basis to existing shareholders, such aggregate number of shares not to exceed 50% of the total number of issued shares excluding treasury shares and subsidiary holdings in the capital of the Company) for such purposes as they consider to be in the interests of the Company.
- (iv) Resolution 7 – If passed, will empower the Directors, to repurchase Shares by way of on-market purchases or off-market purchases of up to 10% of the issued ordinary share capital of the Company (excluding treasury shares and subsidiary holdings) at such price up to the Maximum Price during the Relevant Period. Information relating to this proposed Resolution is set out in Appendix A attached to the Annual Report.

- (v) Resolution 8 – If passed, will empower the Directors to offer and grant options in accordance with the AsiaMedic Share Option Scheme 2016 and to allot and issue shares in the capital of the Company pursuant to the exercise of options under such scheme which shall not exceed 15% of the total issued capital (excluding treasury shares and subsidiary holdings) of the Company on the day preceding the relevant date of grant of option, and when added to the number of shares issued under any other share incentive schemes or share plans adopted by the Company shall not exceed 25% of the issued share capital (excluding treasury shares and subsidiary holdings) of the Company on the day preceding the relevant date of grant of option.
- (vi) Resolution 9 – If passed, will allow the Company and/or its Subsidiaries to enter into transactions with interested persons as defined in Chapter 9 of the Catalist Rules of the SGX-ST. Please refer to Appendix B attached to the Annual Report for more information on the scope of the IPT General Mandate.

### **Special Notice Regarding Measures to Minimise Risk of Community Spread of 2019 Novel Coronavirus (“COVID-19”)**

This Annual General Meeting (“AGM”) is convened, and will be held, by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meeting for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 (“COVID-19 Order 2020”). Printed copies of the Annual Report 2022 will not be sent to members but will be published on SGXNet and on the Company’s website at: [www.asiamedic.com.sg](http://www.asiamedic.com.sg).

Alternative arrangements have been made for shareholders to participate in the AGM proceedings via electronic means are set out below.

#### **A. Live AGM Webcast:**

1. Shareholders (including CPF and SRS investors) or their duly appointed proxies may participate in the AGM proceedings through the Live AGM Webcast or listen in on the live audio-only stream. To do so, shareholders will need to register via the link: <https://registration.ryt-poll.com/home/index/asiamedic-agm> (the “Registration Link”). The Registration Link will open for registration at 9.30 a.m. on 14 April 2023 until 9.30 a.m. on 26 April 2023 (the “Registration Deadline”) to enable the Company to verify their status.
2. Following the verification, authenticated shareholders or their duly appointed proxies will receive an email by 9.30 a.m. on 28 April 2023 containing instructions on how to access the live audio-visual webcast or the live audio- only stream of the AGM proceedings, how to submit questions live and online (in real time) and how to vote live and online (in real time).
3. Shareholders must not forward the abovementioned instructions to other persons who are not shareholders of the Company and who are not entitled to attend the AGM.
4. Shareholders who register by the Registration Deadline but do not receive an email response by 9.30 a.m. on 28 April 2023 may contact the Company’s Share Registrar at the email address: [sharereg@kckcs.com.sg](mailto:sharereg@kckcs.com.sg).

#### **B. Voting at the AGM**

1. Voting for all resolutions will be conducted by a poll. Voting at the AGM may be carried out in one of two ways, by:
  - (a) a member or its duly appointed proxy(ies) live and online (in real time).
  - (b) submitting a proxy form (in advance of the AGM) appointing the Chairman of the meeting to cast votes, or abstain from voting, on their behalf. Please note that the proxy form appointing the Chairman of the meeting must be directed, i.e., the shareholder must indicate for each Resolution whether the Chairman of the meeting is to vote “for” or “against” or “abstain” from voting.
2. The proxy form, (which can be accessed on SGXNet or the Company’s website at the link: [www.asiamedic.com.sg](http://www.asiamedic.com.sg)) duly completed and signed, must be submitted in one of the following manner:
  - (a) if submitted by post, be deposited at the Company’s Share Registrar Office, KCK CorpServe Pte. Ltd. at 1 Raffles Place, #04-63 One Raffles Place, Singapore 048616; or
  - (b) if submitted electronically, be submitted via email to: [aml-meetings@asiamedic.com.sg](mailto:aml-meetings@asiamedic.com.sg).

in either case, by no later than 9.30 a.m. on 26 April 2023, being 72 hours before the time fixed for the holding of the AGM at 9.30 a.m. on 29 April 2023.

3. CPF OR SRS investors may:
  - (a) vote live and online (in real time) at the AGM if they are appointed as proxies by their respective CPF Agent Banks or SRS Operators, and 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 meeting as proxy to vote on their behalf at the AGM, in which case they should contact and instruct their respective CPF Agent Banks or SRS Operators at least seven (7) working days before the AGM to allow sufficient time for their respective relevant intermediaries to, in turn, submit a proxy form to appoint the Chairman of the meeting to vote on their behalf by the cut-off date by 9.30 a.m. on 19 April 2023.

**C. Live questions during the AGM**

1. Shareholders (or their duly appointed proxies) who participate by way of observing the live audio-visual webcast or live audio-only stream of the AGM proceedings may ask questions live and online (in real time) during the AGM by submitting their questions online via the Registration Link: <https://registration.ryt-poll.com/home/index/asiamedic-agm>. Shareholders may also submit questions in advance of the AGM to: [aml-meetings@asiamedic.com.sg](mailto:aml-meetings@asiamedic.com.sg).
2. The directors of the Company will endeavour to address as many as possible substantial and relevant questions submitted in advance and online during the AGM. However, Shareholders should note that there may not be sufficient time available at the AGM to address all questions raised. Please note that questions and individual responses will not be sent to Shareholders.
3. The Company will also publish the minutes of the AGM (which will include all responses to questions, which are substantial and relevant to the resolutions as set out in the Notice of the AGM, submitted live and online during the AGM) on the SGXNet and the Company's website within one month after the date of the AGM.

**Notes on AGM (these notes are to be read in conjunction with the Special Notice Regarding Measures to Minimize Risk of Community Spread of COVID-19):**

1. Except for a member who is a Relevant Intermediary as defined under Section 181(6) of the Companies Act 1967, a member is entitled to appoint not more than two (2) proxies to participate in the AGM to be held electronically via a live-audio visual webcast. Where a member appoints more than one (1) proxy, the proportion of his/her shareholding to be represented by each proxy must be specified in each of the proxy forms. As this AGM is held by electronic means, pursuant to the COVID-19 Order 2020, members should note that if they themselves or their duly appointed proxies are not participating at the AGM to vote live and online, the only person they can appoint as proxy to vote on their behalf at the AGM is the Chairman of the meeting. Please be reminded that in that case, the proxy form appointing the Chairman of the meeting must be directed, i.e., the shareholder must indicate for each resolution whether the Chairman of the meeting is directed to vote "for" or "against" or "abstain".
2. Pursuant to Section 181(1C) of the Companies Act 1967, any member who is a Relevant Intermediary is entitled to appoint more than two (2) proxies to participate in the AGM, but each proxy must be appointed to exercise the rights attached to a different Share or Shares held by such member. Where a member who is a Relevant Intermediary appoints more than two (2) proxies, the number and class of Shares in relation to which each proxy has been appointed must be specified in the relevant proxy form. As this AGM is held by electronic means, pursuant to the COVID-19 Order 2020, members who are Relevant Intermediaries should note that if the relevant CPR and or SRS investors have not requested for themselves to be appointed proxies to participate in the AGM and vote live and online, the only person Relevant Intermediaries can appoint as proxy to vote on their behalf at the AGM is the Chairman of the meeting. Please be reminded that in that case, the proxy form appointing the Chairman of the meeting must be directed, i.e., the shareholder must indicate for each Resolution whether the Chairman of the meeting is directed to vote "for" or "against" or "abstain".
3. The duly executed proxy form appointing a proxy(ies) must be sent by post to KCK CorpServe Pte. Ltd. at 1 Raffles Place, #04-63 One Raffles Place, Singapore 048616 or submitted via email to: [aml-meetings@asiamedic.com.sg](mailto:aml-meetings@asiamedic.com.sg) by 9.30 a.m. on 26 April 2023.
4. The proxy form appointing a proxy(ies) must be signed by the appointor or his attorney duly authorised in writing. Where a proxy form 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. A copy of the power of attorney or such other authority must be submitted together with the duly executed proxy form(s).
5. A depositor's name must appear in the Depository Register (as defined in Section 81SF of the Securities and Futures Act 2001 of Singapore) maintained by The Central Depository (Pte) Limited not later than seventy-two (72) hours before the time set for the AGM in order for the depositor to be entitled to participate and vote at the AGM either live and online or by proxy.

**PERSONAL DATA PRIVACY:**

By submitting an instrument appointing the Chairman of the meeting as proxy to vote at the 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 Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the 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 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.

**SPONSOR STATEMENT:**

This announcement has been reviewed by the Company's Sponsor, Xandar Capital Pte Ltd. It has not been examined or approved by the Singapore Exchange Securities Trading Limited ("SGX-ST") and the SGX-ST assumes no responsibility for the contents of this announcement, including the correctness of any of the statements or opinions made or reports contained in this announcement. The contact person for the Sponsor is Ms Pauline Sim (Registered Professional) at 3 Shenton Way, #24-02 Shenton House, Singapore 068805. Telephone number: (65) 6319 4954.