

HEALTHWAY MEDICAL CORPORATION LIMITED

(Company Registration No.: 200708625C)
(Incorporated in the Republic of Singapore)

Dear Shareholders,

Healthway Medical Corporation Limited ("**Company**") would like to inform shareholders that in view of the evolving COVID-19 situation, we are deferring the holding of the Company's annual general meeting ("**AGM**") for the financial year ended 31 December 2019 ("**FY2019**"). We are relying on the approvals provided by the Accounting and Corporate Regulatory Authority and Singapore Exchange Regulation Pte. Ltd. for a 60-day extension to hold our AGM by 29 June 2020. We will provide shareholders with the printed copies of the annual report for FY2019 ("**Annual Report**"), the Notice of AGM and the Proxy Form at a later date when the AGM date is determined. We seek shareholders' understanding in this regard.

Shareholders may wish to refer to the annexure of this letter for a summary of the proposed resolutions to be tabled at the AGM.

The Annual Report has also been made available for viewing and download at <https://www.healthwaymedical.com/investor-relations/annual-report/>.

Shareholders are advised to stay updated on further announcement(s) to be made by the Company with respect to the AGM through the SGXNet. Should you have any queries, please feel free to contact us at investorrelations@healthwaymedical.com.

Yours faithfully,
Healthway Medical Corporation Limited

Sin Boon Ann
Independent Chairman
15 April 2020

ANNEXURE

The following are proposed resolutions to be tabled at Healthway Medical Corporation Limited's annual general meeting ("**AGM**") for its financial year ended 31 December 2019 ("**FY2019**"):

AS ORDINARY BUSINESS

1. To receive and adopt the Directors' Statement and the Audited Financial Statements for the financial year ended 31 December 2019 together with the Report of the Independent Auditor thereon. **(Resolution 1)**
2. To re-elect Mr Sin Boon Ann, a Director retiring pursuant to Regulation 102 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 being eligible, has offered himself for re-election. (see explanatory note 1) **(Resolution 2)**
3. To re-elect Mr Abram Melkyzedeck Suhardiman, a Director retiring pursuant to Regulation 102 of the Company's Constitution and Rule 720(4) of the Catalist Rules, and being eligible, has offered himself for re-election. (see explanatory note 2) **(Resolution 3)**
4. 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 Catalist Rules, and being eligible, has offered himself for re-election. (see explanatory note 3) **(Resolution 4)**
5. To note the retirement of Mr Lin Weiwen, Moses as an Independent Director pursuant to Regulation 98 of the Company's Constitution, who has decided not to seek for re-election. (see explanatory note 4)
6. To appoint Ms Poh Mui Hoon as a Director pursuant to Regulation 100 of the Company's Constitution. (see explanatory note 5) **(Resolution 5)**
7. To approve the payment of Directors' fees of S\$184,754 for the financial year ended 31 December 2019. (2018: S\$280,000) **(Resolution 6)**
8. To appoint Messrs Ernst & Young LLP as the Auditors of the Company in place of the retiring Auditors, Messrs PricewaterhouseCoopers LLP, and to authorise the Directors to fix their remuneration. (see explanatory note 6) **(Resolution 7)**
9. To transact any other business that may be properly transacted at an annual general meeting.

AS SPECIAL BUSINESS

To consider and if deemed fit, to pass, with or without modifications, the following Ordinary Resolutions:

10. The Proposed General Share Issue Mandate (the “**Share Issue Mandate**”) (Resolution 8)

“That pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore (the “**Companies Act**”), and Rule 806 of the Catalist Rules, 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,

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; 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 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 7)

Explanatory Notes:

1. Mr Sin Boon Ann will, upon re-election as Director of the Company, remain as an Independent Chairman of the Company, a member of the Nominating Committee, the Remuneration Committee and the Audit and Risk Committee. He will be considered independent for the purposes of Rule 704(7) of the Catalist Rules. The detailed information on Mr Sin Boon Ann as recommended under the 2018 Code of Corporate Governance and as required under Rule 720(5) of Catalist Rules can be found in the Annual Report 2019.
2. Mr Abram Melkyzedeck Suhardiman will, upon re-election as Director of the Company, remain as an Executive Director and Deputy Chief Executive Officer of the Company. The detailed information on Mr Abram Melkyzedeck Suhardiman as recommended under the 2018 Code of Corporate Governance and as required under Rule 720(5) of Catalist Rules can be found in the Annual Report 2019.
3. Mr Chen Yeow Sin will, upon re-election as Director of the Company, remain as the Lead Independent Director, the Chairman of the Nominating Committee and the Audit and Risk Committee, and the 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 Yeow Sin as recommended under the 2018 Code of Corporate Governance and as required under Rule 720(5) of Catalist Rules can be found in the Annual Report 2019.
4. Mr Lin Weiwen, Moses will retire as an Independent Director of the Company at the conclusion of the Thirteenth AGM. Consequent thereto, Mr Lin Weiwen, Moses will also cease to act as the member of the Audit and Risk Committee, the Nominating Committee and the Chairman of the Remuneration Committee at the conclusion of the Thirteenth AGM.
5. Ms Poh Mui Hoon be appointed as a Director pursuant to Regulation 100 of the Company's Constitution at the conclusion of the Thirteenth AGM. Upon her appointment, Ms Poh Mui Hoon will be considered as an Independent Director of the Company and a member of each of the Audit and Risk Committee, the Nominating Committee and the Chairman of the Remuneration Committee. The Board considers her independent for the purposes of Rule 704(7) of the Catalist Rules. Ms Poh Mui Hoon does not have any relationships including immediate family relationships between herself and the Directors, the Company and its substantial shareholders. Further information on Ms Poh Mui Hoon as required under Rule 720(5) of Catalist Rules can be found in the Annual Report 2019.
6. The Ordinary Resolution 7 proposed above is to approve the appointment of Messrs Ernst & Young LLP as the Auditors of the Company in place of the retiring Auditors, Messrs PricewaterhouseCoopers LLP and to authorise the Directors to fix their remuneration. Please refer to the Addendum to Shareholders contained in the Annual Report 2019 for further information.
7. Under the Catalist Rules, 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 8 proposed in item 10 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.