



## ALLIANCE HEALTHCARE GROUP LIMITED

(Incorporated in the Republic of Singapore)

(Company Registration No.: 200608233K)

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting (“AGM”) of the Company will be convened and held at The Chevrons, 48 Boon Lay Way, Singapore 609961 on Monday, 30 October 2023 at 2.30 p.m. to transact the following business:

#### ORDINARY BUSINESS

1. To receive and adopt the Directors’ Statement and Audited Financial Statements for the financial year ended 30 June 2023 and the Auditor’s Report thereon. **(Resolution 1)**
2. To declare a first and final one-tier tax-exempt dividend of S\$0.003 per ordinary share for the financial year ended 30 June 2023. **(Resolution 2)**
3. To re-elect Dr. Barry Thng Lip Mong, who is retiring pursuant to Regulation 97 of the Constitution of the Company, as director of the Company. *(See Explanatory Note 1)* **(Resolution 3)**
4. To re-elect Mr. Wong Hin Sun, Eugene, who is retiring pursuant to Regulation 97 of the Constitution of the Company, as director of the Company. *(See Explanatory Note 2)* **(Resolution 4)**
5. To approve Directors’ fees of S\$150,000 for the financial year ending 30 June 2024. **(Resolution 5)**
6. To re-appoint RSM Chio Lim LLP as auditors of the Company and authorise the Directors to fix their remuneration. **(Resolution 6)**

#### SPECIAL BUSINESS

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

7. **Authority to allot and issue shares and convertible securities** **(Resolution 7)**

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

- (i) issue shares whether by way of rights, bonus or otherwise;
- (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
- (iii) (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:
  - (a) 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);

- (b) (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;
- (c) 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
- (d) unless revoked or varied by the Company in a general meeting, such authority shall continue in force until (i) the conclusion of the next AGM of the Company; or (ii) the date by which the next AGM of the Company is required by law to be held, whichever is the earlier. (See *Explanatory Note 3*)

8. **Authority to allot and issue shares under the Alliance Performance Share Plan (Resolution 8) (“Alliance PSP”)**

That pursuant to Section 161 of the Act, the Directors of the Company be and are hereby authorised to:

- (a) grant awards (“**Awards**”) in accordance with the rules of the Alliance PSP; and
- (b) subject to the provisions of the Act and the Constitution of the Company, from time to time to allot and issue such number of ordinary shares of the Company (“**Shares**”) and/or transfer such number of treasury shares as may be required to be delivered pursuant to the vesting of such Awards, provided that the total number of Shares which may be issued and/or transferred pursuant to Awards granted under the Alliance PSP on any date, when aggregated with the total number of Shares issued and/or transferred in respect of all Awards granted under the Alliance PSP, and all options and awards granted under any other share incentive scheme(s) implemented by the Company and for the time being in force, shall not exceed 15% of the total number of Shares (excluding treasury shares and subsidiary holdings) on the day preceding the Award Date. (See *Explanatory Note 4*)

9. **The proposed renewal of Share Buyback Mandate (Resolution 9)**

That:

- (i) 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 otherwise acquire issued ordinary shares in the capital of the Company (“**Shares**”) not exceeding in aggregate the Maximum Percentage (as defined below), at such price(s) as may be determined by the Directors of the Company from time to time up to the Maximum Price (as defined below), whether by way of:
  - (a) on-market purchases on the SGX-ST or, as the case may be, any other stock exchange on which the Shares may for the time being be listed and quoted (“**Other Exchange**”) (“**On-Market Purchases**”); and/or
  - (b) off-market purchases (if effected otherwise than on the SGX-ST or, as the case may be, Other Exchange) in accordance with any equal access scheme(s) as may be determined or formulated by the Directors of the Company as they consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Act (“**Off-Market Purchases**”),

and otherwise in accordance with all other laws, regulations and rules of the SGX-ST or, as the case may be, Other Exchange as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the “**Share Buyback Mandate**”);

- (ii) the authority conferred on the Directors of the Company pursuant to the Share Buyback Mandate may be exercised by the Directors of the Company at any time and from time to time during the period commencing from the date of the passing of this Ordinary Resolution and expiring on the earliest of:
  - (a) the conclusion of the next AGM of the Company;
  - (b) the date by which the next AGM of the Company is required by law to be held;
  - (c) the date on which the Share Purchases are carried out pursuant to the Share Buyback Mandate to the full extent mandated; or
  - (d) the date on which the authority conferred by the Share Buyback Mandate is revoked or varied.

- (iii) in this Ordinary Resolution:

**“Maximum Percentage”** means that number of issued Shares representing not more than 10% of the total number of issued Shares as at date of the passing of this Ordinary Resolution (excluding any treasury shares and subsidiary holdings as at that date);

**“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% of the Average Closing Price of the Shares; and
- (b) in the case of an Off-Market Purchase, 120% of the Average Closing Price of the Shares.

For the above purposes of determining the Maximum Price:

**“Average Closing Price”** means the average of the closing market prices of a Share over the last five (5) Market Days on which transactions in the Shares were recorded immediately preceding the date of the On-Market Purchase by the Company or, as the case may be, the date of the making of the offer (as defined below) pursuant to the Off-Market Purchase, and 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.

**“date of making of the offer”** means the date on which the Company announces its intention to make an offer for an Off-Market Purchase, stating therein the purchase price (which shall not be more than the Maximum Price for an Off-Market Purchase calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase.

- (iv) 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 Ordinary Resolution. (See *Explanatory Note 5*)

BY ORDER OF THE BOARD

Dr. Barry Thng Lip Mong  
Executive Chairman and Chief Executive Officer

10 October 2023

## Explanatory Notes:

1. Dr. Barry Thng Lip Mong ("**Dr. Thng**") will, upon re-election, remain as Executive Chairman and Chief Executive Officer of the Company. The detailed information of Dr. Thng can be found under "Board of Directors" and "Corporate Governance Report" in the Company's Annual Report 2023.
2. Mr. Wong Hin Sun, Eugene ("**Mr. Wong**") will, upon re-election, remain as the Lead Independent Director of the Company and 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 Report" in the Company's Annual Report 2023.
3. The Resolution 7, if passed, will authorise and empower the Directors, from the date of this AGM until the next AGM, 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 7.
4. The Resolution 8, if passed, will empower the Directors, from the date of this AGM until the next AGM, to grant awards and to allot and issue from time to time such number of fully-paid Shares in accordance with the Alliance PSP. The maximum number of shares which the directors may issue pursuant to Resolution 8 shall not exceed the quantum set out in Resolution 8.
5. The Resolution 9, if passed, will empower the Directors, from the date of this AGM until the next AGM, to make purchases or acquire issued ordinary shares in the capital of the Company from time to time subject to and in accordance with the guidelines set out in the letter to shareholders dated 10 October 2023 which is appended to this Notice of AGM ("**Appendix**"), rules and regulations set forth in the Act and the Catalist Rules. Please refer to Appendix for further information. All capitalised terms used in Resolution 9 which are not defined herein shall have the same meanings ascribed to them in the Appendix, unless otherwise defined herein or where the context otherwise requires.

## Notes:

### General

1. The AGM will be held in a wholly physical format. **There will be no option for the members to participate virtually.**
2. In line with the Company's sustainability strategy, the Company will not be despatching printed copies of the Annual Report and the Appendix, which have been or will be published on the Company's website at <http://www.alliancehealthcare.com.sg/investor-relations/> and SGX website at <https://www.sgx.com/securities/company-announcements>. Printed copies of this Notice of AGM, proxy form and the form to request for a physical copy of the Annual Report and Appendix will be despatched to the member at his registered address appearing in the Register of Members or (as the case may be) the Depository Register.
3. **Please bring along your NRIC/passport so as to enable the Company to verify your identity.**

### Submission of Proxy Form

1. A member who is unable to attend the AGM and wishes to appoint proxy(ies) to attend, speak and vote at the AGM on his/her/its behalf should complete, sign and return the instrument of proxy in accordance with the instructions printed thereon.
2. A proxy need not to be a member of the Company.
3. In relation to the appointment of proxy(ies) to attend, speak and vote on his/her/its behalf at the AGM, a member (whether individual or corporate) appointing his/her/its proxy(ies) should give specific instructions as to his/her/its manner of voting, or abstentions from voting, in respect of a resolution in the instrument of proxy. If no specific instructions as to voting are given, or in the event of any other matter arising at the AGM and at any adjournment thereof, the proxy(ies) will vote or abstain from voting at his/her/their discretion.
4. The instrument appointing a proxy or proxies (the "**proxy form**") must be under the hand of the appointor or of his attorney duly authorised in writing. Where the proxy form is executed by a corporation, it must be executed either under its seal, executed as a deed in accordance with the Companies Act 1967 or under the hand of an attorney or an officer duly authorised, or in some other manner approved by the Directors. Where the proxy form is executed by an attorney on behalf of the appointor, the letter or power of attorney or a duly certified copy thereof must be lodged with the proxy form.
5. Completion and return of the proxy form shall not preclude a member from attending and voting at the AGM. Any appointment of a proxy/proxies shall be deemed to be revoked if a member attends the AGM in person, and in such event, the Company reserves the right to refuse to admit any person or persons appointed under the instrument of proxy to the AGM.
6. The proxy form, together with the letter or power of attorney or other authority under which it is signed or a duly certified copy thereof (if applicable), must be submitted either:
  - (a) if sent personally or by post, the proxy form must be lodged at the Company's Share Registrar, Tricor Barbinder Share Registration Services at 80 Robinson Road, #11-02 Singapore 068898; or
  - (b) if by email, the proxy form must be received at [sg.is.proxy@sg.tricorglobal.com](mailto:sg.is.proxy@sg.tricorglobal.com),in either case, by 2.30 p.m. on 27 October 2023 (being 72 hours before the time fixed for the AGM), and in default the instrument of proxy shall not be treated as valid.
7.
  - (a) A member who is not a relevant intermediary is entitled to appoint not more than two proxies. 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.
  - (b) A member who is a relevant intermediary is entitled to appoint more than two proxies, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's proxy form appoints more than two proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the proxy form.

"**Relevant intermediary**" has the meaning ascribed to it in Section 181 of the Companies Act 1967.

8. For investors who hold shares through relevant intermediaries, including Central Provident Fund Investment Schemes ("**CPF Investors**") and/or Supplementary Retirement Scheme ("**SRS Investors**") should approach their respective CPF Agent Banks or SRS Operators to submit their votes at least 7 working days before the AGM. CPF/SRS Investors should contact their respective CPF Agent Banks or SRS Operators for any queries they may have with regard to the appointment of proxy for the AGM.
9. The Company shall be entitled to reject the proxy form if it is incomplete, improperly completed or illegible, or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument.

### Submission of Questions prior to the AGM

1. A member may submit questions relating to the resolutions to be tabled for approval at the AGM no later than 6 p.m. on 17 October 2023 via email to the Company at [investor.relation@alliancehealthcare.com.sg](mailto:investor.relation@alliancehealthcare.com.sg) or by post to the registered office of the Company at 25 Bukit Batok Crescent, #07-12 The Elitist, Singapore 658066.
2. When sending in the question, please provide (i) your full name, (ii) identification/registration number and (iii) the manner in which you hold shares in the Company (e.g. via The Central Depository, CPF, or SRS) for verification purpose, failing which, the submission will be treated as invalid.
3. The Company will publish its response to the substantial and relevant questions no later than 48 hours before the closing date and time for the lodgement of the proxy forms, via an announcement on SGXNet and the Company's website at <http://www.alliancehealthcare.com.sg/investor-relations/>.

### Personal Data Privacy

Where a member of the Company submits a proxy form to vote at the AGM and/or any adjournment thereof, the member (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 AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the AGM (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 representatives 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.

### RECORD DATE AND DIVIDEND PAYMENT DATE FOR FIRST AND FINAL ONE-TIER TAX-EXEMPT DIVIDEND

Subject to approval of shareholders of the Company being obtained for the first and final one-tier tax-exempt dividend of S\$0.003 per ordinary share (the **"Dividend"**) for the financial year ended 30 June 2023 at the AGM, the Register of Members and Share Transfer Books of the Company will be closed on 3 November 2023 at 5.00 p.m. for the purpose of preparing dividend warrants.

Duly completed registrable transfers of shares received by the Company's Share Registrar, Tricor Barbinder Share Registration Services, at 80 Robinson Road, #02-00, Singapore 068898 up to 5.00 p.m. on 3 November 2023 will be registered to determine shareholders' entitlement to the Dividend. Shareholders whose securities accounts with The Central Depository (Pte) Limited are credited with shares as at 5.00 p.m. on 3 November 2023 will be entitled to the Dividend.

Payment of the Dividend, if approved by Shareholders at the AGM of the Company, will be made on 15 November 2023.

*This Notice has been reviewed by the Company's sponsor, RHB Bank Berhad, through its Singapore branch (the **"Sponsor"**) in accordance with Rule 226(2)(b) of the Catalyst Rules. This Notice has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this presentation, including the correctness of any of the statements or opinions made or reports contained in this presentation. The contact person for the Sponsor is Mr Alvin Soh, Head, Corporate Finance, RHB Bank Berhad, Singapore branch, at 90 Cecil Street, #03-00 Singapore 069531, Telephone: +65 6320 0627.*

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