



IX BIOPHARMA LTD.

(Incorporated in the Republic of Singapore)
(Company Registration No. 200405621W)

NOTICE IS HEREBY GIVEN that the Annual General Meeting of iX Biopharma Ltd. (the “**Company**”) will be held at NUSS Kent Ridge Guild House, Inner Chamber, at 9 Kent Ridge Drive, Singapore 119241 on Tuesday, 25 October 2016 at 10.00 a.m. for the purpose of transacting the following businesses:

ORDINARY BUSINESS

- To receive and adopt the Directors' Statement and the Audited Financial Statements of the Company for the financial year ended 30 June 2016 together with the Auditor's Report thereon. **(Resolution 1)**
- To re-elect the following Directors retiring by rotation pursuant to Article 93 of the Company's Constitution:
(a) Mr Eddy Lee Yip Hang (*See Explanatory Note 1*) **(Resolution 2)**
(b) Mr Ko Kheng Hwa (*See Explanatory Note 2*) **(Resolution 3)**
(c) Ms Claudia Teo Kwee Yee (*See Explanatory Note 3*) **(Resolution 4)**
- To approve the Directors' fees of S\$328,000 for the financial year ending 30 June 2017, to be paid quarterly in arrears (2016: S\$282,000). **(Resolution 5)**
- To re-appoint Messrs PricewaterhouseCoopers LLP as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 6)**
- To transact any other ordinary business which may properly be transacted at an annual general meeting.

SPECIAL BUSINESS

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

6. Authority to allot and issue shares

That pursuant to Section 161 of the Companies Act, Chapter 50 (the “**Companies Act**”) and Rule 806 of the Listing Manual Section B: Rules of Catalyst (“**Catalist Rules**”) of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”), authority be and is hereby given to the Directors of the Company to:

- (i) allot and issue shares in 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 of the Company may in their absolute discretion deem fit; and
- (b) notwithstanding 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 of the Company while this Resolution was in force, provided that:
- 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 100% of the Company's total number of issued Shares excluding treasury shares (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of Shares to be issued other than on a pro-rata basis to existing shareholders of the Company (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) shall not exceed 50% of the Company's total number of issued Shares excluding treasury shares (as calculated in accordance with sub-paragraph (2) below);
 - 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 total number of issued Shares excluding treasury shares, is based on the Company's total number of issued Shares excluding treasury shares, at the time this Resolution is passed after adjusting for:
 - new Shares arising from the conversion or exercise of the Instruments or any convertible securities or share options or vesting of share awards outstanding or subsisting at the time this Resolution is passed; and
 - any subsequent bonus issue, consolidation or subdivision of Shares;
 - in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Catalyst Rules for the time being in force (unless such compliance has been waived by SGX-ST) and the Company's Constitution; and
 - unless revoked or varied by the Company in a general meeting, such authority shall continue in force until (i) the conclusion of the next Annual General Meeting of the Company or (ii) the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier.

(*See Explanatory Note 4*)

(Resolution 7)

7. Authority to allot and issue Shares under the iX Employee Share Option Scheme

That pursuant to Section 161 of the Companies Act, Chapter 50 and the provisions of the iX Employee Share Option Scheme (the “**Share Option Scheme**”), authority be and is hereby given to the Directors of the Company to allot and issue from time to time such number of Shares in the capital of the Company as may be required to be issued pursuant to the exercise of options granted under the Share Option Scheme, provided always that the aggregate number of additional ordinary Shares to be allotted and issued pursuant to the Share Option Scheme and the iX Performance Share Plan collectively shall not exceed 15% of the total number of issued Shares (excluding treasury shares) of the Company from time to time.

(*See Explanatory Note 5*)

(Resolution 8)

8. Authority to allot and issue Shares under the iX Performance Share Plan

That pursuant to Section 161 of the Companies Act, Chapter 50 and the provisions of the iX Performance Share Plan (the “**Share Plan**”), authority be and is hereby given to the Directors of the Company to allot and issue from time to time such number of Shares in the capital of the Company as may be required to be issued pursuant to the vesting of awards under the Share Plan, provided always that the aggregate number of additional ordinary Shares to be allotted and issued pursuant to the Share Option Scheme and the Share Plan collectively shall not exceed 15% of the total number of issued Shares (excluding treasury shares) of the Company from time to time.

(*See Explanatory Note 6*)

(Resolution 9)

9. The Proposed Participation by Mr Eddy Lee Yip Hang, a Controlling Shareholder of the Company, in the iX Performance Share Plan

That approval be and is hereby given for the participation by Mr Eddy Lee Yip Hang, a Controlling Shareholder of the Company, in the iX Performance Share Plan.

(*See Explanatory Note 7*)

(Resolution 10)

10. The Proposed Grant of an Award to Mr Eddy Lee Yip Hang, a Controlling Shareholder of the Company, under the iX Performance Share Plan

- (a) That subject to and contingent upon the passing of Resolution 10 above, approval be and is hereby given for the grant of an Award to Mr Eddy Lee Yip Hang, a Controlling Shareholder of the Company, in accordance with the Rules of the iX Performance Share Plan and on the following terms:

Date of grant of the Award to Mr Eddy Lee Yip Hang	30 September 2016
Consideration payable for the grant of the Award to Mr Eddy Lee Yip Hang	None
Number of Shares under the Award granted to Mr Eddy Lee Yip Hang	Up to 2,239,000 Shares
Market price (last done price) of Shares on the date of grant of the Award to Mr Eddy Lee Yip Hang	S\$0.315 per share
Vesting period of the Award to Mr Eddy Lee Yip Hang	Date falling 12 months from the Award Date

- (b) That the Directors be and are hereby authorised to issue and allot new Shares and/or transfer existing Shares to Mr Eddy Lee Yip Hang pursuant to the abovementioned Award, in accordance with the Rules of the iX Performance Share Plan and on the terms of the Award as set out above; and

- (c) The Directors and each of them be and are hereby authorised and empowered to complete and do all such acts and things, and to approve and execute all such documents as they or he may consider necessary, desirable, expedient or appropriate to give effect to this resolution, with such modifications thereto (if any) as they or he may think fit in the interests of the Company.

(*See Explanatory Note 8*)

(Resolution 11)

By Order of the Board

Lee Wei Hsiung / Wang Shin Lin, Adeline

Company Secretaries

6 October 2016

Singapore

Explanatory Notes:

- Mr Eddy Lee Yip Hang will, upon re-election as a Director of the Company, remain as Chairman and CEO of the Company and a member of the Nominating Committee.
- Mr Ko Kheng Hwa will, upon re-election as a Director of the Company, remain as Chairman of the Remuneration Committee and a member of the Audit Committee and Nominating Committee. Mr Ko Kheng Hwa is considered independent for the purposes of Rule 704(7) of the Catalyst Rules and does not have any relationships, including immediate family relationships with the Directors of the Company, the Company or its 10% shareholders.
- Ms Claudia Teo Kwee Yee will, upon re-election as a Director of the Company, remain as Chairman of the Nominating Committee and a member of the Audit Committee and Remuneration Committee. Ms Claudia Teo Kwee Yee is considered independent for the purposes of Rule 704(7) of the Catalyst Rules and does not have any relationships, including immediate family relationships with the Directors of the Company, the Company or its 10% shareholders.
- Ordinary Resolution 7 proposed in item 6 above, if passed, will empower the Directors of the Company, from the date of this Annual General Meeting until the date of the next Annual General Meeting, or the date by which the next Annual General Meeting is required by law to be held or the date such authority is revoked by the Company in a general meeting, whichever is the earliest, to allot and issue Shares and convertible securities in the Company. The aggregate number of shares (including any Shares issued pursuant to the convertible securities) which the Directors may allot and issue under this Resolution will not exceed 100% of the Company's total number of issued Shares excluding treasury shares, of which up to 50% of the total number of issued Shares excluding treasury shares, in the capital of the Company may be issued other than on a pro-rata basis to existing shareholders.
- Ordinary Resolution 8 proposed in item 7 above, if passed, will empower the Directors of the Company, from the date of this Annual General Meeting until the next Annual General Meeting, to allot and issue Shares in the Company, collectively of up to a number not exceeding in total 15% of the total number of issued Shares (excluding treasury shares) in the share capital of the Company from time to time pursuant to the exercise of Options under the Share Option Scheme.
- Ordinary Resolution 9 proposed in item 8 above, if passed, will empower the Directors of the Company, from the date of this Annual General Meeting until the next Annual General Meeting, to allot and issue Shares in the Company, collectively of up to a number not exceeding in total 15% of the total number of issued Shares (excluding treasury shares) in the share capital of the Company from time to time pursuant to the grant of share awards under the Share Plan.
- On 30 September 2016, the Company announced the grant of Awards of an aggregate of up to 3,504,333 Shares to various employees of the Group, including up to 2,239,000 Shares to Mr Eddy Lee Yip Hang, subject to the Rules of the iX Performance Share Plan.
The proposed participation by Mr Eddy Lee Yip Hang in the iX Performance Share Plan prior to the first grant of an Award to him has to be specifically approved by independent Shareholders at general meeting by a separate resolution.
Ordinary Resolution 10 proposed in item 9 above, if passed, will allow Mr Eddy Lee Yip Hang to participate in the iX Performance Share Plan.
Please refer to the Company's Letter to Shareholders dated 6 October 2016 (the “**Letter**”) for more details.
- The proposed grant of an Award of Shares may only be effected with the specific approval of Independent Shareholders at general meeting by a separate resolution.
Ordinary Resolution 11 proposed in item 10 above, if passed, will empower the Directors of the Company to grant an Award of up to 2,239,000 Shares to Mr Eddy Lee Yip Hang.
Please refer to the Letter for more details.

Notes:

- (a) A member who is not a Relevant Intermediary is entitled to appoint not more than two (2) proxies to attend and vote at the AGM. Where such member appoint two (2) proxies, he/she should specify the proportion of his/her shareholding (expressed as a percentage of the whole) to be presented by each proxy in the instrument appointing a proxy or proxies.
(b) A member who is a Relevant Intermediary is entitled to appoint more than two (2) proxies to attend and vote at the AGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member appoints more than two (2) proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the instrument appointing a proxy or proxies. A proxy need not to be a member of the Company.
“Relevant Intermediary” has the meaning ascribed to it in Section 181 of the Companies Act, Chapter 50 of Singapore.
- The instrument appointing a proxy or proxies must be under the hand of the appointor or by his/her attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorised.
- The instrument appointing a proxy or proxies must be deposited at the Company's Share Registrar, Tricor Barbinder Share Registration Services at 80 Robinson Road, #11-02, Singapore 068898 not less than 48 hours before the time set for the AGM.

Personal data privacy:

By submitting a proxy form appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General 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 Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General 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.

This notice has been prepared by the Company and its contents have been reviewed by the Company's Sponsor, CIMB Bank Berhad, Singapore Branch (the “**Sponsor**”), for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”). The Sponsor has not independently verified the contents of this notice. This notice has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this document, including the correctness of any of the statements or opinions made or reports contained in this notice. The contact person for the Sponsor is Mr Tony Toh, Director, Investment Banking, CIMB Bank Berhad, Singapore Branch. The contact particulars are 50 Raffles Place, #09-01 Singapore Land Tower, Singapore 048623, telephone: (65) 6337-5115.