

**INTERNATIONAL HEALTHWAY CORPORATION LIMITED**

(Incorporated in the Republic of Singapore)

(Company Registration Number: 201304341E)

(In receivership over charged shares in certain subsidiaries)

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting (the "EGM") of International Healthway Corporation Limited (the "Company") will be held at Hotel Re! @ Pearl's Hill, 175A Chin Swee Road, Singapore 169879 on 12 October 2016 at 2.30 p.m. for the purpose of considering and, if thought fit, passing with or without any modifications, the following ordinary resolutions:

**All capitalised terms used in this Notice of EGM which are not defined herein shall have the same meanings ascribed to them in the Circular dated 27 September 2016 to the shareholders of the Company.**

**ORDINARY RESOLUTION 1: THE PROPOSED APPOINTMENT OF BAKER TILLY TFW LLP AS AUDITORS OF THE COMPANY**

That:

- (a) approval be and is hereby given for the appointment of Baker Tilly TFW LLP as auditors of the Company with effect from the date of approval of Shareholders of this resolution and to hold office until the conclusion of the next annual general meeting of the Company at a fee and on such terms to be agreed between the Directors and Baker Tilly; and
- (b) the Directors of the Company and each of them be and are hereby authorised to complete and to do all acts and things (including, without limitation, executing all such documents as may be required) as they or he may consider necessary or expedient for the purposes of or in connection with and/or to give effect to this resolution.

*[See explanatory note (i)]***ORDINARY RESOLUTION 2: THE PROPOSED GENERAL SHARE ISSUE MANDATE**

That pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore (the "Companies Act"), and Rule 806 of the Listing Manual (Section B: Rules of Catalyst) (the "Rules of Catalyst") of the Singapore Exchange Securities Trading Limited (the "SGX-ST"), 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;
- (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 50% of the total issued number of Shares (excluding treasury shares) (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 25% of the total number of issued Shares (excluding treasury shares) (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) 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 Rules of Catalyst; 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 Rules of Catalyst 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;
- (d) this authority shall continue in force until the earlier of (i) 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; (ii) the date the Proposed General Share Issue Mandate is carried out to the full extent mandated; or (iii) the date the Proposed General Share Issue Mandate is revoked or varied by the Company in a general meeting; and
- (e) the Directors be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they/he/she may consider expedient, necessary, desirable, incidental or in the interests of the Company to give effect to the transactions contemplated and/or authorised by this resolution.

*[See explanatory note (ii)]***ORDINARY RESOLUTION 3: THE PROPOSED PAYMENT OF DIRECTORS' FEES FOR FY2016**

That approval be and is hereby given for the payment of Directors' fees of up to S\$420,000 (FY2015: S\$316,372) for the financial year ending 31 December 2016 to be paid quarterly in arrears.

*[See explanatory note (iii)]***BY ORDER OF THE BOARD**

Wee Woon Hong

Srikanth Rayaprolu

Company Secretaries

27 September 2016

Singapore

**Explanatory Notes:**

- (i) In accordance with the requirements of Rule 712(3) of the Catalyst Rules:
  - (a) PwC has confirmed by way of a letter dated 15 September 2016 that apart from the Reason for Cessation, they are not aware of any professional reasons why Baker Tilly should not accept appointment as auditors of the Company;
  - (b) the Company confirms that there were no disagreements with PwC on accounting treatments within the last twelve (12) months up to the date of 2016 AGM, whereby PwC's resignation as auditors of the Company became effective following the conclusion of the 2016 AGM pursuant to its intention of not seeking re-appointment as auditors of the Company at the 2016 AGM;
  - (c) the Company confirms that it is not aware of any circumstances connected with the Proposed Appointment of Auditors that should be brought to the attention of Shareholders and which have not been disclosed in the Circular;
  - (d) the Proposed Appointment of Auditors is due to PwC declining to stand for re-election at the 2016 AGM as they were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on the financial statements of the Group for FY2015 as described in the Disclaimer of Opinion included in the Independent Auditor's Report dated 3 June 2016; and
  - (e) the Company confirms that it is in compliance with Rules 712 and 715 of the Catalyst Rules of the SGX-ST in relation to the appointment of Baker Tilly as its new auditors.
- (ii) The ordinary resolution 2 proposed in item 2 above, if passed, will empower the Directors from the date of the EGM 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 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 50% of the total issued number of Shares (excluding treasury shares) (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 25% of the total number of issued Shares (excluding treasury shares) at the time of passing of this resolution. This authority will, unless previously revoked or varied at a general meeting or carried out to the full extent mandated, expire at the next annual general meeting of the Company.
- (iii) The ordinary resolution 3 proposed in item 3 above is to seek approval for the payment of up to S\$420,000 as Directors' fees for the financial year ending 31 December 2016. In the event that the amount of Directors' fees proposed is insufficient, approval will be sought at the next annual general meeting of the Company for payments to meet the shortfall.

**Notes:**

1. Except for a member who is a Relevant Intermediary as defined under Section 181(6) of the Companies Act, Chapter 50 (the "Act"), a member is entitled to appoint not more than two proxies to attend, speak and vote at the meeting. Where a member appoints more than one proxy, the proportion of his concerned shareholding to be represented by each proxy shall be specified in the proxy form.
2. Pursuant to Section 181(1C) of the Act, a member who is a Relevant Intermediary is entitled to appoint more than two proxies to attend, speak and vote at the meeting, 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 proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the proxy form.
3. A proxy need not be a member of the Company.
4. A member should insert the total number of shares held. If the member has shares entered against his name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act, Chapter 289 of Singapore), he should insert that number of shares. If the member has shares registered in his name in the Register of Members of the Company, he should insert that number of shares. If the member has shares entered against his name in the Depository Register and registered in his name in the Register of Members, he should insert the aggregate number of shares. If no number is inserted, this form of proxy will be deemed to relate to all the shares held by the member.
5. The instrument appointing a proxy or proxies must be deposited at Registered Office of the Company at 2 Leng Kee Road #02-07 Thye Hong Centre Singapore 159086, not less than 48 hours before the time set for the Meeting.
6. The instrument appointing a proxy or proxies must be under the hand of the appointor or of his 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 common seal or under the hand of its attorney or duly authorised officer.
7. Where an instrument appointing a proxy is signed on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the instrument of proxy, failing which the instrument may be treated as invalid.
8. A corporation which is a member may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the Meeting, in accordance with Section 179 of the Act.
9. The Company shall be entitled to reject an instrument of proxy which is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified on the instrument of proxy. In addition, in the case of shares entered in the Depository Register, the Company may reject an instrument of proxy if the member, being the appointor, is not shown to have shares entered against his name in the Depository Register as at 72 hours before the time appointed for holding the Meeting, as certified by The Central Depository (Pte) Limited to the Company.
10. A Depositor shall not be regarded as a member of the Company entitled to attend the EGM and to speak and vote thereat unless his name appears on the Depository Register 72 hours before the time set for the EGM.

**Personal data privacy:-**

By submitting a proxy form appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM 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 EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any EGM 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.