

# MEDTECS INTERNATIONAL CORPORATION LIMITED

(Incorporated in Bermuda)

## NOTICE OF ANNUAL GENERAL MEETING

**Due to the COVID-19-related control and safe distancing measures put in place in Singapore, members of the Company will not be able to attend the AGM in person. Please refer to the explanatory notes to this Notice of AGM for further details.**

NOTICE IS HEREBY GIVEN that the Annual General Meeting ("AGM") of Medtecs International Corporation Limited (the "Company") will be held at Seletar Room, Holiday Inn Atrium, 317 Outram Road, Singapore 169075 on Friday, 19 June 2020 at 3.00 p.m. for the following purposes:

### AS ORDINARY BUSINESS

- To receive and adopt the Directors' Report and Statement and the Audited Financial Statements of the Company for the financial year ended 31 December 2019 together with the Auditors' Report thereon. **(Resolution 1)**
- To re-elect Ms Carol Yang Xiao-Qing, a Director retiring by rotation pursuant to Bye-Law 86 of the Company's Bye-Laws. **(Resolution 2)**  
[See Explanatory Note (i)]
- To re-elect Mr Lim Tai Toon, a Director retiring by rotation pursuant to Bye-Law 86 of the Company's Bye-Laws. **(Resolution 3)**  
[See Explanatory Note (ii)]
- To re-elect Dr Nieh Chien-Chung, a Director retiring by rotation pursuant to Bye-Law 85 of the Company's Bye-Laws. **(Resolution 4)**  
[See Explanatory Note (iii)]
- To approve the payment of Directors' fees of S\$194,000 for the financial year ending 31 December 2020, to be paid quarterly in arrears. (2019: S\$240,000) **(Resolution 5)**
- To re-appoint Messrs SyCipGorresVelayo & Co. as the Company's Auditors 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.

### AS SPECIAL BUSINESS

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

- "That pursuant to Rule 806 of the Rules of Catalyst, authority be and is hereby given to the Directors of the Company to:
  - (i) allot and issue shares in the capital of the Company (whether by way of rights, bonus or otherwise); and/or
  - (ii) make or grant offers, agreements or options that may 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 (collectively, the "Instruments"),
- (notwithstanding that the authority conferred by paragraph 1 of 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,

at any time and from time to time upon such terms and conditions, whether for cash or otherwise, and for such purposes and to such persons as the Directors may think fit for the benefit of the Company, 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) does not exceed one hundred per cent. (100%) of the total number of issued shares excluding subsidiary holdings (as defined in the Rules of Catalyst) and treasury shares of the Company (as calculated in accordance with sub-paragraph b. below), of which the aggregate number of shares to be offered other than on a pro-rata basis to shareholders of the Company (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed fifty per cent. (50%) of the total number of issued shares excluding subsidiary holdings (as defined in the Rules of Catalyst) and treasury shares of the Company (as calculated in accordance with sub-paragraph b. below);
  - for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph a. above, the percentage of the total number of issued shares excluding subsidiary holdings (as defined in the Rules of Catalyst) and treasury shares shall be calculated based on the total number of issued shares excluding treasury shares of the Company at the time of the passing of this Resolution, after adjusting for:
    - new shares arising from the conversion or exercise of any convertible securities;
    - new shares arising from exercise of share options or vesting of share awards provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Rules of Catalyst; and
    - any subsequent bonus issue, consolidation or subdivision of shares;provided that adjustments in accordance with sub-paragraphs (1) and (2) above 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;
  - in exercising the authority conferred by this Resolution, the Company 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) and the Bye-laws for the time being of the Company; and
  - unless revoked or varied by the Company in general meeting, the authority conferred by this Resolution 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 to be held, whichever is the earlier, except that the Directors shall be authorised to allot and issue shares pursuant to any Instrument made or granted by the Directors while this Resolution was in force notwithstanding that such authority has ceased to be in force at the time of issue of such shares." **(Resolution 7)**  
[See Explanatory Note (iv)]
- "That the Directors of the Company be and are hereby authorised to offer and grant options in accordance with the provisions of the Medtecs Share Option Scheme ("Scheme") and 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 the options under the Scheme provided always that the aggregate number of shares to be issued pursuant to the Scheme shall not exceed fifteen per cent. (15%) of the total number of issued shares excluding subsidiary holdings (as defined in the Rules of Catalyst) and treasury shares of the Company from time to time." **(Resolution 8)**  
[See Explanatory Note (v)]

By Order of the Board

Abdul Jabbar Bin Karam Din  
Company Secretary  
Singapore, 4 June 2020

### Explanatory Notes:

- Ms Carol Yang Xiao-Qing, upon re-election as a Director of the Company, will remain as an Independent Director, the Chairman of the Nominating Committee and a member of the Audit Committee and the Remuneration Committee of the Company. The profile of Ms Carol Yang can be found under the sections entitled "Board of Directors" and "Additional Information on Directors Seeking Re-election" in the Annual Report 2019. She will be considered independent for the purposes of Rule 704(7) of the Rules of Catalyst.
- Mr Lim Tai Toon, upon re-election as a Director of the Company, will remain as an Independent Director, the Chairman of the Audit Committee and a member of the Remuneration Committee and the Nominating Committee of the Company. The profile of Mr Lim can be found under the sections entitled "Board of Directors" and "Additional Information on Directors Seeking Re-election" in the Annual Report 2019. He will be considered independent for the purposes of Rule 704(7) of the Rules of Catalyst.
- Dr Nieh Chien-Chung, upon re-election as a Director of the Company, will remain as an Independent Director, the Chairman of the Remuneration Committee and a member of the Audit Committee and the Nominating Committee of the Company. The profile of Dr Nieh can be found under the sections entitled "Board of Directors" and "Additional Information on Directors Seeking Re-election" in the Annual Report 2019. He will be considered independent for the purposes of Rule 704(7) of the Rules of Catalyst.
- Ordinary Resolution 7 proposed in item 8. above, if passed, is to empower the Directors to allot and issue shares in the capital of the Company and/or Instruments (as defined above). The aggregate number of shares to be issued pursuant to Resolution 8 (including shares to be issued in pursuance of Instruments made or granted) shall not exceed one hundred per cent. (100%) of the total number of issued shares excluding subsidiary holdings (as defined in the Rules of Catalyst) and treasury shares of the Company, with a sub-limit of fifty per cent. (50%) for shares issued other than on a pro-rata basis (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) to shareholders.

For the purpose of determining the aggregate number of shares that may be issued, the percentage of the total number of issued shares excluding subsidiary holdings (as defined in the Rules of Catalyst) and treasury shares of the Company will be calculated based on the total number of issued shares excluding subsidiary holdings (as defined in the Rules of Catalyst) and treasury shares of the Company at the time of the passing of Resolution 7, after adjusting for (i) new shares arising from the conversion or exercise of any convertible securities; (ii) new shares arising from exercise of share options or vesting of share awards provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Rules of Catalyst; and (iii) any subsequent bonus issue, consolidation or subdivision of shares. The adjustments in accordance with (i) and (ii) above 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 Resolution 7.

- Ordinary Resolution 8 proposed in item 9. above, if passed, is to authorise the Directors to offer and grant options in accordance with the provisions of the Scheme and to allot and issue shares under the Scheme.

### Notes:

- In respect of the AGM of the Company to be held on Friday, 19 June 2020 at 3.00 p.m. (Singapore time) at Seletar Room, Holiday Inn Atrium, 317 Outram Rd, Singapore 169075 (and any adjournment thereof), notwithstanding the place in which the AGM is to be physically held, other than in respect of the Chairman, Directors and/or representatives of the Company present at such location, the AGM may be attended via electronic means pursuant to the Additional Guidance on the Conduct of General Meetings During Elevated Safe Distancing Period and checklist jointly issued by the Accounting and Corporate Regulatory Authority, the Monetary Authority of Singapore and Singapore Exchange Regulation on 13 April 2020, which is based on the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. Printed copies of the Depositor Proxy Form will be sent to Depositors, but printed copies of this Notice of AGM and the Proxy Form will not be sent to members. Instead, this Notice of AGM and the Proxy Form, along with the Depositor Proxy Form, will be sent to members by electronic means via publication on the Company's website at URL <http://www.medtecs.com/en/about/stock-quotes-annual-report-and-sustainability-report> and the SGXNET.
- The proceedings of this AGM will be broadcasted "live" through an audio-and-video webcast and an audio-only feed. Members and investors holding shares in the Company through the Central Provident Fund ("CPF") or Supplementary Retirement Scheme ("SRS") ("CPF/SRS investors") who wish to follow the proceedings through a "live" webcast via their mobile phones, tablets or computers or listen to the proceedings through a "live" audio feed via telephone must pre-register at <https://smartagm.sg/medtecsagm2020> no later than 3.00 p.m. on 16 June 2020 ("Registration Cut-Off Time"). Following verification, an email containing instructions on how to access the "live" webcast and audio feed of the proceedings of the AGM will be sent to authenticated members and CPF/SRS investors by 18 June 2020. Members and CPF/SRS investors who do not receive any email by 3.00 p.m. on 18 June 2020, but have registered by the Registration Cut-Off Time, should contact the Company at [srs.teama@boardroomlimited.com](mailto:srs.teama@boardroomlimited.com).
- Due to the various control and safe distancing measures put in place in Singapore to prevent the spread of COVID-19, members will not be able to attend the AGM in person. A member will also not be able to vote online on the resolutions to be tabled for approval at the AGM. A member (whether individual or corporate) must submit his/her/its proxy form appointing the Chairman of the Meeting as his/her/its proxy to attend, speak and vote on his/her/its behalf at the AGM if such member wishes to exercise his/her/its voting rights at the AGM. The accompanying proxy form for the AGM will be announced together with this Notice and may be accessed at the Company's website at the URL <http://www.medtecs.com/en/about/stock-quotes-annual-report-and-sustainability-report> and on the SGX website at the URL <https://www2.sgx.com/securities/company-announcements>.

Where a member (whether individual or corporate) appoints the Chairman of the Meeting as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the proxy form, failing which the appointment of the Chairman of the Meeting as proxy for that resolution will be treated as invalid.

- The Chairman of the Meeting, as proxy, need not be a member of the Company.
- The proxy form is not valid for use by Investors and shall be ineffective for all intents and purposes if used or purported to be used by them. An Investor who wishes to vote should instead approach his/her relevant intermediary as soon as possible to specify his/her voting instructions. A CPF/SRS investor who wishes to vote should approach his/her CPF Agent Bank or SRS Operator at least 7 working days before the date of the AGM to submit his/her voting instructions.
- The proxy form must be submitted to the Company by post and lodged at the office of the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623 not less than 48 hours before the time appointed for the AGM.

A member who wishes to submit the proxy form must first download, complete and sign the proxy form, before submitting it by post to the address provided above.

- In the case of members of the Company whose shares are entered against their names in the Depository Register, the Company may reject any Proxy Form lodged if such members are not shown to have Shares entered against their names in the Depository Register (as defined in Part IIIAA of the Securities and Futures Act, Chapter 289 of Singapore), as at 72 hours before the time appointed for holding this AGM as certified by The Central Depository (Pte) Limited to the Company.
- The Annual Report 2019 may be accessed at the Company's website at the URL <http://www.medtecs.com/en/about/stock-quotes-annual-report-and-sustainability-report> and on the SGX website at the URL <https://www2.sgx.com/securities/company-announcements>.
- Members will not be able to ask questions during the live audio-visual webcast or audio-only stream of the AGM. Members who wish to ask questions relating to the resolutions to be tabled at the AGM must complete and submit the questions form for the AGM through the e-AGM Webcast Registration by clicking on the URL <https://smartagm.sg/medtecsagm2020>.
- The questions form must be submitted to the Company at least 72 hours before the AGM by 3.00 p.m. Singapore time on 16 June 2020.
- The Management and the Board of Directors of the Company will endeavour to address all substantial and relevant questions received from members during the AGM through live audio-visual webcast and live audio-only stream, having regard to the limited time available at the AGM.

Where substantial and relevant questions submitted by members are unable to be addressed at the AGM due to the limited time available at the AGM to address all such questions, the Company will publish the responses to those questions which we are unable to address during the AGM on SGXNET at the URL <https://www2.sgx.com/securities/company-announcements> and on the Company's website at the URL <http://www.medtecs.com/en/about/stock-quotes-annual-report-and-sustainability-report> prior to the AGM.

- A Depositor (who is not a natural person) whose name appears in the Depository Register and who wishes to vote at the Annual General Meeting, should complete the Depositor Proxy Form and deposit the duly completed Depositor Proxy Form at the office of the Singapore Share Transfer Agent, Boardroom Corporate and Advisory Services Pte Ltd, at 50 Raffles Place, #32-01, Singapore Land Tower, Singapore 048623 not less than forty-eight (48) hours before the time appointed for holding the Annual General Meeting.

### Personal data privacy:

By submitting the proxy form appointing the Chairman to attend, speak and vote at the AGM and/or any adjournment thereof, a Depositor or a member of the Company consents to the collection, use and disclosure of the Depositor's or the member's personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of the appointment of the Chairman as proxy for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines.

This document has been prepared by the Company and its contents have been reviewed by the Company's sponsor, R & T Corporate Services Pte. Ltd. ("Sponsor"), for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited ("Exchange"). The Sponsor has not independently verified the contents of this document including the accuracy or completeness of any of the figures used, statements, opinions or other information made or disclosed.

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