



# INTERNATIONAL HEALTHWAY CORPORATION LIMITED

(Incorporated in the Republic of Singapore)  
(Company Registration Number: 201304341E)  
(the "Company")

(In receivership over charged shares in certain subsidiaries)

## NOTICE OF EXTRAORDINARY GENERAL MEETING

All capitalised terms used in this Notice which are not defined herein shall, unless the context otherwise requires, have the same meaning ascribed to them in the circular to Shareholders dated 24 April 2017.

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting of the Company will be held at Orchard Meeting Suite 605, Level 6 Orchard Wing at Mandarin Orchard Singapore, 333 Orchard Road, Mandarin Gallery, Singapore 238867 on 9 May 2017 at 2.30 p.m., for the purpose of considering and, if thought fit, passing with or without modifications, the following resolution:

### ORDINARY RESOLUTION

#### **THE PROPOSED APPOINTMENT OF KPMG LLP AS AUDITORS OF THE COMPANY**

- That:
- approval be and is hereby given for the appointment of KPMG LLP ("KPMG") 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 KPMG; and
  - 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 to give effect to this resolution.

[See explanatory note (1)]

BY ORDER OF THE BOARD

#### **INTERNATIONAL HEALTHWAY CORPORATION LIMITED**

(In receivership over charged shares in certain subsidiaries)

Tay Eng Kiat Jackson

Director

24 April 2017

#### **Explanatory Note:**

- In accordance with the requirements of Rule 712(3) of the Catalist Rules:
  - PwC has confirmed, by way of a letter dated 13 April 2017, that apart from the Reason for Cessation, they are not aware of any professional reasons why KPMG should not accept appointment as auditors of the Company;
  - the Company confirms that there were no disagreements with PwC on accounting treatments within the last twelve (12) months up to the date of the 2016 AGM, whereby PwC's resignation as auditors of the Company became effective following the conclusion of the 2016 AGM pursuant to its intention not to seek re-appointment as auditors of the Company at the 2016 AGM;
  - 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 this Circular;
  - 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 in 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
  - the Company confirms that it is in compliance with Rules 712 and 715 of the Catalist Rules of the SGX-ST in relation to the appointment of KPMG as its new auditors.

#### **Notes:**

- Except for a member who is a Relevant Intermediary as defined under Section 181(6) of the Companies Act, Chapter 50 of Singapore (the "Act"), a member is entitled to appoint not more than two proxies to attend, speak and vote at the EGM. 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.
- 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 EGM, 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.
- A proxy need not be a member of the Company.
- 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.
- The instrument appointing a proxy or proxies must be deposited at the 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 EGM.
- 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.
- 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.
- 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 EGM, in accordance with Section 179 of the Act.
- 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 EGM, as certified by The Central Depository (Pte) Limited to the Company.
- 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 an instrument 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 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.