

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 Wednesday, 28 April 2021 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 2020 together with the Auditors' Report thereon. **(Resolution 1)**
- To re-elect Mr Clement Yang Ker-Cheng, a Director retiring by rotation pursuant to Bye-Law 86 of the Company's Bye-Laws. [See Explanatory Note (i)] **(Resolution 2)**
- To re-elect Mr William Yang Weiyuan, a Director retiring by rotation pursuant to Bye-Law 86 of the Company's Bye-Laws. [See Explanatory Note (ii)] **(Resolution 3)**
- To re-elect Mr Lim Tai Toon as a Director of the Company. [See Explanatory Note (iii)] **(Resolution 4)**
- To re-elect Ms Carol Yang Xiao-Qing as a Director of the Company. [See Explanatory Note (iv)] **(Resolution 5)**
- That contingent upon passing of Ordinary Resolution 4 above, members to approve the continued appointment of Mr Lim Tai Toon as an independent director pursuant to Rule 406(3)(d)(iii) of the Singapore Exchange Securities Trading Limited's ("SGX-ST") Listing Manual Section B: Rules of Catalyst ("Catalist Rules"), that will take effect on 1 January 2022. [See Explanatory Note (v)] **(Resolution 6)**
- That contingent upon the passing of Resolution 6 above, members (excluding the Directors, the chief executive officer and their associates) to approve Mr Lim Tai Toon's continued appointment as an independent director, pursuant to Rule 406(3)(d)(iii) of the Catalyst Rules, that will take effect on 1 January 2022. [See Explanatory Note (v)] **(Resolution 7)**
- That contingent upon passing of Ordinary Resolution 5 above, members to approve the continued appointment of Ms Carol Yang Xiao-Qing as an independent director pursuant to Rule 406(3)(d)(iii) of the Catalyst Rules, that will take effect on 1 January 2022. [See Explanatory Note (v)] **(Resolution 8)**
- That contingent upon the passing of Resolution 8 above, members (excluding the Directors and the chief executive officer and their associates) to approve Ms Carol Yang Xiao-Qing's continued appointment as an independent director, pursuant to Rule 406(3)(d)(iii) of the Catalyst Rules, that will take effect on 1 January 2022. [See Explanatory Note (v)] **(Resolution 9)**
- To approve the payment of Directors' fees of S\$284,000 for the financial year ending 31 December 2021, to be paid quarterly in arrears. (2020: S\$194,000) **(Resolution 10)**
- To declare a Tax Exempt One-Tier Final Dividend of US\$0.0418 per ordinary share for the financial year ended 31 December 2020. **(Resolution 11)**
- To re-appoint Messrs SyCipGorresVelayo & Co. as the Company's Auditors and to authorise the Directors to fix their remuneration. **(Resolution 12)**
- 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:

SHARE ISSUE MANDATE

- That pursuant to Rule 806 of the Catalyst Rules, authority be and is hereby given to the Directors of the Company to:
 - allot and issue shares in the capital of the Company (whether by way of rights, bonus or otherwise); and/or
 - 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 Catalyst Rules) 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 Catalyst Rules) 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 Catalyst Rules) 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 Catalyst Rules; 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 Catalyst Rules 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 13)**

AUTHORITY TO OFFER AND GRANT AWARDS AND ALLOT AND ISSUE SHARES UNDER THE MEDTECS SHARE OPTION SCHEME

- 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 Catalyst Rules) and treasury shares of the Company from time to time." **(Resolution 14)**

PROPOSED RENEWAL OF THE SHARE PURCHASE MANDATE

- That:
 - for the purposes of the Bermuda Companies Act and otherwise in accordance with the rules and regulations of the SGX-ST, the exercise by the Directors of all the powers of the Company to purchase or otherwise acquire issued ordinary shares in the capital of the Company (the "Shares") not exceeding in aggregate the Maximum Percentage (as hereafter defined), at such price(s) as may be determined by the Directors from time to time up to the Maximum Price (as hereafter defined), whether by way of:
 - on-market purchases through the SGX-ST's ready market, or as the case may be, on any other stock exchange on which the Shares may for the time being be listed and quoted (the "Other Exchange"), through one or more duly licensed stockbrokers appointed by the Company for the purpose ("Market Purchases"); and/or
 - off-market purchases in accordance with an equal access scheme or schemes as may be determined or formulated by the Directors as they consider fit as defined in Section 76C of the Companies Act ("Off-Market Purchases"),and otherwise in accordance with all other laws and regulations and rules of the SGX-ST as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the "Share Purchase Mandate");
 - unless varied or revoked by the Company in general meeting prior to the next AGM, the authority conferred on the Directors pursuant to the Share Purchase Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the date of the passing of this Resolution and expiring on the earliest of:
 - the date on which the next annual general meeting of the Company is held;
 - the date on which the next annual general meeting of the Company is required by law to be held; and
 - the date on which the purchases or acquisitions of Shares by the Company pursuant to the Share Purchase Mandate are carried out to the full extent mandated; and
 - 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 may consider expedient or necessary to give effect to the transactions contemplated by this Resolution. [See Explanatory Note (viii)] **(Resolution 15)**

In this Resolution:

"Average Closing Price" means:

- in the case of a Market Purchase, the average of the Closing Market Prices (as defined below) of a Share over the last five Market Days on which the Shares are transacted on the SGX-ST or, as the case may be, the Other Exchange on which the Shares are listed or quoted, immediately preceding the date of the Market Purchase by the Company; or
- in the case of an Off-Market Purchase, the average of the Closing Market Prices (as defined below) of a Share over the last five Market Days on which the Shares are transacted on the SGX-ST or, as the case may be, the Other Exchange, immediately preceding the date of the making of the offer pursuant to the Off-Market Purchase,

and deemed to be adjusted, in accordance with the Catalyst Rules, for any corporate action that occurs during such five Market Days period and the day of the Market Purchase or, as the case may be, the date of the making of the offer pursuant to the Off-Market Purchase;

"Closing Market Price" means the last dealt price for a Share transacted through the SGX-ST's trading system as shown in any publication of the SGX-ST or other sources;

"date of the making of the offer" means the date on which the Company announces its intention to make an offer for the purchase or acquisition of Shares from Shareholders, stating therein the relevant terms of the equal access scheme for effecting the Off-Market Purchase;

"Market Day" means a day on which the SGX-ST is open for trading in securities;

"Maximum Percentage" means that number of issued Shares representing 10.0% of the issued Shares as at the date of the passing of this Resolution, unless the Company has, at any time during the Relevant Period, effected a reduction of the share capital of the Company in accordance with the applicable provisions of the Bermuda Companies Act, in which event the total number of issued Shares of the Company shall be taken to be the total number of issued Shares as altered by the capital reduction. Any Shares which are held as Treasury Shares and any subsidiary holdings will be disregarded for purposes of computing the 10.0% limit;

"Maximum Price" in relation to a Share to be purchased or acquired, means the purchase price (excluding related brokerage, commission, goods and services tax, stamp duties, clearance fees and other related expenses (where applicable)) which shall not exceed:

- in the case of a Market Purchase, 105.0% of the Average Closing Price of the Shares; and
- in the case of an Off-Market Purchase pursuant to an equal access scheme, 120.0% of the Average Closing Price of the Shares; and

"Relevant Period" means the period commencing from the date on which the last annual general meeting of the Company was held and expiring on the date the next annual general meeting of the Company is held or is required by law to be held, whichever is the earlier, after the date of this Resolution.

By Order of the Board

Abdul Jabbar Bin Karam Din

Company Secretary

Singapore, 13 April 2021

Explanatory Notes:

- Mr Clement Yang Ker-Cheng, upon re-election as a Director of the Company, will remain as the Chairman and Executive Director of the Board. The profile of Mr Clement Yang Ker-Cheng can be found under the sections entitled "Board of Directors" and "Additional Information on Directors Seeking Re-election" in the Annual Report 2020.
- Mr William Yang Weiyuan, upon re-election as a Director of the Company, will remain as the Deputy Chairman and Executive Director of the Board. The profile of Mr William Yang Weiyuan can be found under the sections entitled "Board of Directors" and "Additional Information on Directors Seeking Re-election" in the Annual Report 2020.
- 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 Tai Toon can be found under the sections entitled "Board of Directors" and "Additional Information on Directors Seeking Re-election" in the Annual Report 2020. He will be considered independent for the purposes of Rule 704(7) of the Catalyst Rules.
- 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 Xiao-Qing can be found under the sections entitled "Board of Directors" and "Additional Information on Directors Seeking Re-election" in the Annual Report 2020. She will be considered independent for the purposes of Rule 704(7) of the Catalyst Rules.
- Pursuant to Rule 406(3)(d)(iii) of the Catalyst Rules and the Code of Corporate Governance 2018 issued by the Monetary Authority of Singapore on 6 August 2018, the continued appointment of an independent director serving an aggregate period of more than 9 years as at and from 1 January 2022 must be sought and approved in separate resolutions by (a) all members of the Company, and (b) all members of the Company excluding Directors, the chief executive officer of the Company, and their associates. Consequently, upon the passing of Ordinary Resolutions 4 and 5 for Mr Lim Tai Toon and Ms Carol Yang respectively and subject to the passing of Ordinary Resolutions 6 and 7 (for Mr Lim Tai Toon) and Ordinary Resolutions 8 and 9 (for Ms Carol Yang), they will continue to serve as Independent Directors until the earlier of their retirement or resignation; or the conclusion of the next annual general meeting following the passing of Ordinary Resolutions 6 to 9.
- Ordinary Resolution 13 proposed in item 14 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 13 (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 Catalyst Rules) and treasury shares of the Company will be calculated based on the total number of issued shares excluding subsidiary holdings (as defined in the Catalyst Rules) and treasury shares of the Company at the time of the passing of Resolution 13, 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 Catalyst Rules; 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 13.
- Ordinary Resolution 14 proposed in item 15 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.
- Ordinary Resolution 15 proposed in item 16 above, if passed, is to renew the Share Purchase Mandate which was approved by shareholders on 18 December 2020. Please refer to the Appendix to this Notice of Annual General Meeting for more details.

Notes:

- In respect of the AGM of the Company to be held on Wednesday, 28 April 2021 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 and last updated on 1 October 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 CDP and/or Depositor Proxy Form(s), will be sent to members by electronic means via publication on the Company's website at URL <http://www.medtecs.com/en/about/investor-relations> and the SGXNet.
- The proceedings of the 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 relevant intermediaries (as defined in Section 181 of the Companies Act (Chapter 50 of Singapore), "Investors") (including investors holding shares through the Supplementary Retirement Scheme ("SRS") ("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 <http://smartagm.sg/MedtecsAGM2021> no later than 3.00 p.m. on 25 April 2021 ("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 /SRS investors by 27 April 2021. Members and /SRS investors who do not receive any email by 3.00 p.m. on 27 April 2021, but have registered by the Registration Cut-Off Time, should contact the Company at bcasmeetings@boardroomlimited.com.
- Due to the various control and safe distancing measures put in place in Singapore to prevent the spread of COVID-19, all members (including SRS investors) 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 will be released together with this Notice and may be accessed at the Company's website at the URL <http://www.medtecs.com/en/about/investor-relations> and on SGXNET. 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 SRS investor who wishes to vote should approach his/her SRS Operator at least 7 working days before the date of the AGM to submit his/her voting instructions. This is so as to allow sufficient time for the respective relevant intermediaries to in turn submit a Proxy Form to appoint the Chairman to vote on their behalf by 3.00 p.m. on 26 April 2021.
- 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 by no later than 3.00 p.m. on 26 April 2021, being not less than 48 hours before the time fixed 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.
- All documents (including the Annual Report 2020, the Appendix to this Notice of AGM, this Notice of AGM and the Proxy Form(s)) or information relating to the AGM have been or will be published on the SGXNET and/or the Company's website at the URL <http://www.medtecs.com/en/about/investor-relations>. **Printed copies of all documents, save for the Depositor Proxy Form which will be sent to Depositors, will not be dispatched to any members and investors.**
- 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 <http://smartagm.sg/MedtecsAGM2021> by no later than 3.00 p.m. Singapore time on 25 April 2021, being at least 72 hours before the AGM.
- 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 and on the Company's website at the URL <http://www.medtecs.com/en/about/investor-relations> 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 Company's Share Transfer Agent, Boardroom Corporate and Advisory Services Pte Ltd, at 50 Raffles Place, #32-01, Singapore Land Tower, Singapore 048623 by 3.00 p.m. on 26 April 2021, being not less than forty-eight (48) hours before the time appointed for holding the Annual General Meeting.
- Shareholders should note that the Company may make further changes to its AGM arrangements (including but not limited to any applicable alternative arrangements as may be prescribed or permitted (as the case may be) under the COVID-19 Act and any regulations promulgated thereunder (including the COVID-19 Order) as well as other guidelines issued by the relevant authorities) as the COVID-19 situation evolves. Members and investors are advised to keep abreast of any such changes as may be announced by the Company from time to time on SGXNET or on the Company's website at the URL <http://www.medtecs.com/en/about/investor-relations>.

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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The contact persons for the Sponsor are Ms Evelyn Wee (Telephone Number: +65 6232 0724) and Mr Howard Cheam Heng Haw (Telephone Number: +65 6232 0685). R & T Corporate Services Pte. Ltd., at 9 Straits View, Marina One West Tower, #06-07 Singapore 018937.