

CLEARBRIDGE HEALTH LIMITED

(Company Registration No.: 201001436C)

(Incorporated in the Republic of Singapore)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (the “**EGM**”) of Clearbridge Health Limited (the “**Company**”) will be convened and held on Wednesday, 23 October 2024, at 10:00 a.m. (Singapore Time) at 1 Pemimpin Drive, #11-05 One Pemimpin, Singapore 576151 for the purpose of considering and, if thought fit, passing with or without any modifications, the ordinary resolutions as set out below.

All capitalised terms used in this notice of EGM which are not defined herein shall have the meaning ascribed to them in the circular to shareholders of the Company dated 8 October 2024 (the “**Circular**”).

ORDINARY RESOLUTION 1:

THE PROPOSED RENOUNCEABLE NON-UNDERWRITTEN RIGHTS ISSUE

RESOLVED THAT:

- (a) a proposed renounceable non-underwritten rights issue of up to 1,279,125,560 new ordinary shares in the capital of the Company (the “**Rights Shares**”) at an issue price of S\$0.002 per Rights Share (the “**Issue Price**”), on the basis of two (2) Rights Shares for every one (1) existing Share held by Entitled Shareholders as at the Record Date, fractional entitlements to be disregarded (the “**Proposed Rights Issue**”), be and is hereby approved;
- (b) authority be and is hereby given to Directors to undertake the Proposed Rights Issue, to provisionally allot and issue the Rights Shares at the Issue Price on the basis of two (2) Rights Shares for every one (1) existing Share held by the Entitled Shareholders as at the Record Date, fractional entitlements to be disregarded, and to allot and issue the Rights Shares at the Issue Price on the terms and conditions set out below and/or on such terms and conditions (including the basis of provisional allotment of the Rights Shares) as the Directors may in their absolute discretion and from time to time think fit:
 - (i) the provisional allotment of the Rights Shares shall be made on a renounceable basis to Entitled Shareholders;
 - (ii) allot and issue the Rights Shares at the Issue Price;
 - (iii) no provisional allotment of the Rights Shares shall be made to Foreign Shareholders unless otherwise determined by the Directors that the Proposed Rights Issue may be offered based on the applicable securities legislation;
 - (iv) the provisional allotment of the Rights Shares which would otherwise accrue to Foreign Shareholders or Shareholders who are restricted or prohibited by the laws of the jurisdiction in which they are located or resident from participating in the Proposed Rights Issue may be disposed of, or dealt with, by the Company in such manner and on such terms and conditions as the Directors shall deem fit for the purpose of renouncing the provisional allotment relating thereto to purchasers thereof and to pool and thereafter distribute the net proceeds, if any, thereof (after deducting all expenses) among such Foreign Shareholders or Shareholders who are restricted or prohibited by the laws of the jurisdiction in which they are located or resident from participating in the Proposed Rights Issue in proportion to their respective shareholdings as at the Record Date provided that if the amount to be distributed to any single Foreign Shareholder or Shareholder who is restricted or prohibited by the laws of the jurisdiction in which it is located or resident from participating in the Proposed Rights Issue or persons acting to the account or benefit of any such persons is less than S\$10.00, such amount shall instead be retained or dealt with as the Directors may, in their absolute discretion, deem fit in the interests of the Company;

- (v) fractional entitlements to the Rights Shares shall be aggregated and used with the provisional allotment of the Rights Shares which are not taken up or allotted for any reason to satisfy Excess Applications for the Rights Shares (if any) or disposed of or otherwise dealt with in such manner as the Directors may in their absolute discretion deem fit for the benefit of the Company (including the allotment and issue of Rights Shares to satisfy any subscription of unsubscribed Rights Shares under the Proposed Rights Issue pursuant to the Irrevocable Undertakings). In the allotment of Excess Rights Shares, preference will be given to Shareholders for the rounding of odd lots, whereas Directors and Substantial Shareholders who have control or influence over the Company in connection with the day-to-day affairs of the Company, or the terms of the Proposed Rights Issue, or have a representation (direct or through a nominee) on the Board, will rank last in priority for the rounding of odd lots and allotment of Excess Rights Shares; and
 - (vi) the Rights Shares when allotted and issued will rank *pari passu* in all respects with the then existing issued Shares, save for any dividends, rights, allotments or other distributions that may be declared or paid, the record date for which falls before the date of issue of the Rights Shares.
- (c) the Directors be and are hereby authorised to complete and do all such acts and things (including but not limited to finalising, approving and executing all such documents as may be required in connection with the Proposed Rights Issue, the issue of the provisional allotment of the Rights Shares and the issue of the Rights Shares, and making amendments or modifications to the terms and conditions of the Proposed Rights Issue (including the Issue Price)), and to exercise such discretion as the Directors may in their absolute discretion deem fit or expedient to give effect to this resolution, or the transactions contemplated pursuant to or in connection with the Proposed Rights Issue.

ORDINARY RESOLUTION 2:

THE POTENTIAL TRANSFER OF CONTROLLING INTEREST TO MS LEE SU HUI LENA

RESOLVED THAT:

- (a) contingent upon the passing of Ordinary Resolution 1 in relation to the Proposed Rights Issue:
 - (i) approval be and is hereby given for the allotment and issuance by the Company of the Rights Shares and the Excess Rights Shares to Ms Lee Su Hui Lena, on and subject to the terms of the Proposed Rights Issue, to the extent that such allotment and issuance by the Company of the Rights Shares and the Excess Rights Shares constitutes a Transfer of Controlling Interest in the Company to Ms Lee Su Hui Lena pursuant to Rule 803 of the Catalist Rules; and
 - (ii) any of the Directors be and is hereby authorised to complete and do all acts and things as he may consider necessary or expedient for the purposes of or in connection with, and to give effect to the matters referred to in sub-paragraph (i) of this resolution as he shall think fit and in the interests of the Company.

Note on Abstention from Voting:

Pursuant to the potential Transfer of Controlling Interest to Ms Lee Su Hui Lena that may arise from the Proposed Rights Issue, Ms Lee Su Hui Lena shall abstain, and shall procure her associates to abstain from voting at the EGM on the Ordinary Resolution 2 approving the potential Transfer of Controlling Interest to Ms Lee Su Hui Lena, and shall also refrain from accepting nomination as proxy or otherwise vote at the EGM in respect of Ordinary Resolution 2 unless Shareholders appointing her as proxy give specific instructions in the relevant proxy forms on the manner in which they wish their votes to be cast for the said resolution.

BY ORDER OF THE BOARD

Yee Pinh Jeremy
Executive Director and Chief Executive Officer
8 October 2024

EXPLANATORY NOTE

1. **IMPORTANT NOTES ON THE EGM**

- 1.1. The EGM will be held, in a wholly physical format, at 1 Pemimpin Drive, #11-05 One Pemimpin, Singapore 576151 on Wednesday, 23 October 2024, at 10:00 a.m. (Singapore Time). **There will be no option for Shareholders to participate virtually.**
- 1.2. A Shareholder entitled to attend, speak and vote at the EGM is entitled to appoint a proxy to attend, speak and vote on his/her behalf.
- 1.3. A Shareholder who is not a relevant intermediary is entitled to appoint not more than two (2) proxies to attend, speak and vote at the EGM. Where such Shareholder appoints two (2) proxies, the proportion of his/her shareholding to be represented by each proxy shall be specified in the Proxy Form. If the proportion of his/her shareholding is not specified, the first named proxy shall be deemed to represent 100% of his/her shareholding and the second named proxy shall be deemed to be an alternate to the first named.

A Shareholder who is a relevant intermediary is entitled to appoint more than two (2) 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 Shareholder. Where such Shareholder appoints more than one (1) proxy, the number of Shares in relation to which each proxy has been appointed shall be specified in the Proxy Form.

"relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act 1967 of Singapore (the "Act").
- 1.4. A proxy need not be a Shareholder.
- 1.5. The Proxy Form, duly executed together with the power of attorney or other authority, if any, under which the Proxy Form is signed or a notarially certified copy of that power of attorney or other authority (failing previous registration with the Company), must be submitted:
 - (a) if sent personally or by post, to the registered office of the Company at 37 Jalan Pemimpin, #08-05, Mapex, Singapore 577177; or
 - (b) if sent by email, to the Company's Polling Agent at ProxyFormSubmission@clearbridgehealth.com,in each case, not less than seventy-two (72) hours before the time appointed for holding the EGM, i.e. by 10:00 a.m. (Singapore Time) on 20 October 2024.
- 1.6. The Proxy Form must be signed by the appointor or his attorney duly authorised in writing or, if the appointor is a corporation, it must be executed either under its common seal or signed by its attorney or officer duly authorised.
- 1.7. A corporation which is a Shareholder 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. The person so authorised shall, upon production of a copy of such resolution certified by a director of the corporation to be a true copy, be entitled to exercise the powers on behalf of the corporation so represented as the corporation could exercise in person if it were an individual.
- 1.8. Where an instrument appointing a proxy or proxies is signed on behalf of the appointed by an attorney, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company), if the instrument is submitted personally or by post, be lodged with the instrument or, if the instrument is submitted electronically via email, be emailed with the instrument, failing which the instrument may be treated as invalid.
- 1.9. Completion and submission of the instrument appointing a proxy or proxies by a Shareholder will not prevent him/her from attending, speaking and voting at the EGM if he/she so wishes. The appointment of a proxy or proxies for the EGM shall be deemed to be revoked if the Shareholder attends the EGM in person, and in such event, the Company reserves the right to refuse to admit any person(s) appointed under the relevant instrument appointing the proxy or proxies to the EGM.
- 1.10. The Company shall be entitled to reject the instrument appointing a proxy or proxies if it is incomplete, improperly completed, illegible, or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing a proxy or proxies.
- 1.11. Persons who hold Shares through relevant intermediaries (including SRS investors) and wish to exercise their votes by appointing the Chairman of the EGM as proxy should approach their respective relevant intermediaries (which would include SRS operators) through which they hold such Shares at least seven (7) working days before the EGM to submit their voting instructions in order to allow sufficient time for their respective relevant intermediaries to in turn submit a Proxy Form to appoint the Chairman of the EGM to vote on their behalf by 10:00 a.m. (Singapore Time) on 20 October 2024.
- 1.12. A Shareholder's name must appear on the Depository Register maintained by The Central Depository (Pte) Limited as at seventy-two (72) hours before the time appointed for holding the EGM, as certified by The Central Depository (Pte) Limited to the Company, in order for the Depositor to be entitled to attend, speak and vote at the EGM.

2. **ACCESS TO DOCUMENTS OR INFORMATION RELATING TO THE EGM**

Printed copies of the Notice of EGM, the accompanying Proxy Form and the request form for a printed copy of the Circular (the "Request Form") will be despatched to Shareholders. A printed copy of the Circular will only be despatched to the Shareholders upon submission of the Request Form by the Shareholders. The Circular (together with the Notice of EGM, the accompanying Proxy Form and the Request Form) have also been made available on the Company's corporate website at the URL <https://clearbridgehealth.com> and SGXNet at the URL <https://www.sgx.com/securities/company-announcements>.

3. **SUBMISSION OF QUESTIONS**

- 3.1. Shareholders may raise substantial and relevant questions at the EGM or submit substantial and relevant questions relating to the agenda of the Notice of EGM, in advance of the EGM.

- 3.2. Shareholders who would like to submit substantial and relevant questions relating to the agenda of the Notice of EGM in advance may do so in the following manner:
- (a) if sent personally or by post, to the registered office of the Company at 37 Jalan Pemimpin, #08-05, Mapex, Singapore 577177; or
 - (b) if sent by email, to the Company at ShareholderQueries@clearbridgehealth.com.
- All questions must be submitted by 5:00 p.m. (Singapore Time) on 14 October 2024.
- 3.3. Shareholders, including SRS investors, who wish to submit their questions by post or by email are required to indicate their full names (for individuals)/company names (for corporates), NRIC/passport numbers/company registration numbers, contact numbers, shareholding types and number of Shares held together with their submission of questions, to the office address or email address provided. Investors who hold Shares through relevant intermediaries (as defined in Section 181 of the Act), excluding SRS investors, should contact their respective relevant intermediaries to submit their questions based on the abovementioned instructions.
- 3.4. The Company will endeavour to address the substantial and relevant questions relating to the agenda of the Notice of EGM from Shareholders soonest possible and in any case, not later than forty-eight (48) hours before the closing date and time for the lodgement of Proxy Forms (i.e. by 10:00 a.m. (Singapore Time) on 18 October 2024 (the “**Cut-Off Time**”)). The responses to substantial and relevant questions from Shareholders by the Cut-Off Time will be posted on the SGXNet and the Company’s corporate website at the abovementioned URLs. Any subsequent clarifications sought by Shareholders after the Cut-Off Time, or during the EGM, will be addressed at the EGM. The minutes of the EGM will be published on the SGXNet and the Company’s corporate website within one (1) month after the date of the EGM.

4. **PERSONAL DATA PRIVACY**

By (a) 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; or (b) submitting any questions prior to, or at, the EGM, a Shareholder (i) consents to the collection, use and disclosure of the Shareholder’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 proxy(ies) and/or representative(s) appointed for the EGM (including any adjournment thereof), addressing substantial and relevant questions from Shareholders received prior to, or at, the EGM, 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 or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the “**Purposes**”); (ii) warrants that where the Shareholder discloses the personal data of the Shareholder’s proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the Shareholder 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 or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes; and (iii) agrees that the Shareholder will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the Shareholder’s breach of warranty.

*This notice has been prepared by the Company and its contents have been reviewed by the Company’s sponsor, ZICO Capital Pte. Ltd. (the “**Sponsor**”), in accordance with Rule 226(2)(b) of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) Listing Manual Section B: Rules of Catalyst.*

This notice has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this notice, including the correctness of any of the statements or opinions made or reports contained in this notice.

The contact person for the Sponsor is Ms Goh Mei Xian, Director, ZICO Capital Pte. Ltd. at 77 Robinson Road, #06-03 Robinson 77, Singapore 068896, telephone (65) 6636 4201.