

AJJ MEDTECH HOLDINGS LIMITED
(the “**Company**”)
(Incorporated in the Republic of Singapore)
(Company Registration No. 198403368H)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held at 8 Commonwealth Lane, #02-04 Grande Building, Singapore 149555 on Monday, 29 April 2024, at 2.00 p.m. to transact the following businesses:

AS ORDINARY BUSINESS

1. To receive and adopt the Directors’ Statement and the Audited Financial Statements of the Company for the financial year ended 31 December 2023, together with the Independent Auditor’s Report thereon. **[Resolution 1]**
2. To re-elect the following Directors of the Company who are retiring pursuant to the following regulations of the Company’s Constitution, and, being eligible, offer themselves for re-election:

Dr Zhang Jian	<i>(pursuant to Regulations 87 and 89)</i>	[Resolution 2]
Dr Toh Lim Kai	<i>(pursuant to Regulations 87 and 89)</i>	[Resolution 3]
Mr Tan Lye Heng Paul	<i>(pursuant to Regulation 94)</i>	[Resolution 4]

[See Explanatory Note (i)]
3. To approve the payment of Directors’ fees of S\$100,800 for the financial year ending 31 December 2024, to be paid quarterly in arrears (FY2023: S\$180,000). **[Resolution 5]**
4. To re-appoint PKF-CAP LLP as auditors of the Company to hold office until the conclusion of the next annual general meeting of the Company and to authorise the Directors of the Company to fix their remuneration. **[Resolution 6]**
5. To transact any other business which may be properly transacted at an Annual General Meeting.

AS SPECIAL BUSINESS

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

6. **AUTHORITY TO ALLOT AND ISSUE SHARES AND CONVERTIBLE SECURITIES** **[Resolution 7]**

That pursuant to Section 161 of the Companies Act 1967 of Singapore (the “**Companies Act**”) and Rule 806 of Listing Manual Section B: Rules of Catalist (the “**Catalist Rules**”) of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”), the Directors of the Company be authorised and empowered to:

- (a)
 - (i) issue shares in the Company (“**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) options, 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 of the Company may in their absolute discretion deem fit; and

- (b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue Shares pursuant to any Instruments made or granted by the Directors of the Company while this Resolution was in force,

provided that:

- (1) the aggregate number of shares (including Shares to be issued pursuant to the Instruments made or granted pursuant to this Resolution) to be issued pursuant to this Resolution shall not exceed one hundred per centum (100%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of Shares (including Shares to be issued pursuant to the Instruments made or granted pursuant to this Resolution) to be issued other than on a *pro-rata* basis to shareholders of the Company shall not exceed fifty per centum (50%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below);
- (2) (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 (1) above, the percentage of issued Shares shall be calculated based on the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time of the passing of this Resolution, after adjusting for:
- (a) new Shares arising from the conversion or exercise of any convertible securities;
 - (b) new Shares arising from exercising share options or vesting of share awards which are outstanding or subsisting at the time of passing of this Resolution, provided the share options or share awards (as the case may be) were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and
 - (c) any subsequent bonus issue, consolidation or subdivision of Shares.
- (3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Catalist Rules for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution of the Company; and
- (4) unless revoked or varied by the Company in a general meeting, such authority 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 by law to be held, whichever is earlier.

[See Explanatory Note (ii)]

7. **AUTHORITY TO OFFER AND GRANT AWARDS AND TO ALLOT AND ISSUE SHARES UNDER THE AJJ PERFORMANCE SHARE PLAN 2024** **[Resolution 8]**

That approval be and is hereby given to the Directors of the Company:

- (i) to offer and grant awards from time to time in accordance with the provisions of the AJJ Performance Share Plan 2024 (the “**AJJ PSP**”);
- (ii) pursuant to Section 161 of the Companies Act, to allot and issue from time to time such Shares as may be required to be issued pursuant to the vesting of awards granted under the AJJ PSP, as the case may be, and to do all such acts and things as may be necessary or expedient to carry the same into effect, provided always that the number of AJJ PSP Shares to be issued, when aggregated together with the number of additional ordinary Shares issued and/or issuable pursuant to the AJJ PSP and any other existing share schemes of the Company, shall not exceed twenty per centum (20%) of the total number of issued Shares (excluding treasury shares, as defined in the Companies Act 1965) in the capital of the Company from time to time; and
- (iii) (unless revoked or varied by the Company in a general meeting), such authority conferred by this Resolution shall continue in full 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 by law to be held, whichever is earlier.

[See Explanatory Note (iii)]

On Behalf of the Board

Zhao Xin
Chief Executive Officer and Executive Director

Singapore, 12 April 2024

Explanatory Notes on Resolutions to be passed:

- (i) Dr Zhang Jian will, upon re-election as a Director of the Company, remain as the Chairman and Executive Director.

Dr Toh Lim Kai will, upon re-election as a Director of the Company, remain as an Independent Director, a member of the Audit Committee, Nominating Committee and Remuneration Committee. He will be considered independent for the purposes of Rule 704(7) of the Catalist Rules.

Mr Tan Lye Heng Paul, 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 Nominating Committee and Remuneration Committee. He will be considered independent for the purposes of Rule 704(7) of the Catalist Rules.

- (ii) The Ordinary Resolution 7 proposed in item 6 above, if passed, will empower the Directors of the Company, effective 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 by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to issue Shares, make or grant Instruments convertible into Shares and to issue Shares pursuant to such Instruments, up to a number not exceeding, in total, one hundred per centum (100%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company, of which up to fifty per centum (50%) may be issued other than on a *pro-rata* basis to shareholders of the Company.

For determining the aggregate number of Shares that may be issued, the percentage of issued Shares in the capital of the Company shall be calculated based on the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time this Ordinary Resolution 6 is passed after adjusting for new Shares arising from the conversion or exercise of any convertible securities, or share options or vesting of share awards which were issued and outstanding or subsisting at the time Ordinary Resolution 6 is passed and any subsequent bonus issue, consolidation or subdivision of Shares.

- (iii) The Ordinary Resolution 8 proposed in item 7 above, if passed, will empower the Directors of the Company, effective 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 by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to offer and grant awards under the AJJ PSP and to allot and issue AJJ PSP Shares, pursuant to the vesting of awards granted under the AJJ PSP, provided that the number of AJJ PSP Shares to be issued under the AJJ PSP, when aggregated together with the number of additional ordinary Shares issued and/or issuable pursuant to the AJJ PSP and any other existing share schemes of the Company does not exceed twenty per centum (20%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company for the time being.

IMPORTANT NOTES FOR SHAREHOLDERS:

No Virtual Attendance

1. The Annual General Meeting (the “AGM”) will be held by way of physical means at 8 Commonwealth Lane, #02-04, Lobby B, Singapore 149555. **Shareholders and their duly appointed proxy (or proxies) will not be able to attend the AGM by way of electronic means.**

Voting at the AGM and voting by proxy

2. Shareholders of the Company (the “Shareholders” and each a “Shareholder”) may attend, speak and vote for each resolution at the AGM or appoint proxy or proxies (other than the Chairman of the AGM) to vote on their behalf at the AGM. A proxy need not be a member of the Company.
3. As an alternative to voting at the AGM in the foregoing manner, shareholders who wish to vote on any or all of the resolutions at the AGM may appoint the Chairman of the AGM to act as their proxy to vote on their behalf at the AGM. All votes in the AGM will be taken on a poll.
4. If a shareholder wishes to appoint a proxy or proxies (including the Chairman of the AGM) to vote on their behalf at the AGM, duly executed proxy forms must be submitted in hard copy form or electronically via email:
 - (a) if submitted by post, to be deposited at the registered office of the Company at 8 Commonwealth Lane, #02-04, Lobby B, Singapore 149555; or
 - (b) if submitted by way of electronic means, to be submitted via email in Portable Document Format (PDF) to the Company, at sg.is.proxy@sg.tricorglobal.com,

in either case, not less than forty-eight (48) hours before the time appointed for the holding of the AGM, i.e. Saturday, 27 April 2024 at 2.00 p.m. and/or any adjournment thereof. The completion and return of a proxy form by a Shareholder does not preclude him/her from attending and voting in person at the AGM should he/she subsequently decide to do so, although the appointment of the proxy or proxies shall be deemed to be revoked by such attendance.

5. In appointing the Chairman of the AGM as proxy, Shareholders should specifically indicate in the Proxy Form how they wish to vote for or vote against (or abstain from voting on) the resolution set out in this notice of AGM, failing which the appointment of the Chairman of the AGM as proxy for that resolution will be treated as invalid.
6. The Proxy Form must be under the hand of the appointor or of his attorney duly authorised in writing and where such instrument is executed by a corporation, it must be executed either under its common seal or under the hand of its attorney or a duly authorised officer. Where a Proxy Form is signed on behalf of the appointor by an attorney, the power of attorney (or other authority) 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.
7. 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 AGM, in accordance with its Constitution and Section 179 of the Companies Act 1967 of Singapore, and 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.

Submission of Questions

8. Shareholders who have questions in relation to any agenda item in this notice of AGM can submit their questions to the Company in advance, by **2.00 p.m. on Friday, 19 April 2024**, through any of the following means:
 - (a) by email to investor@ajjmedtech.com.sg; or
 - (b) by post, to be deposited with the Company, 8 Commonwealth Lane #02-04, Grande Building, Singapore 149555..

Shareholders must identify themselves when posting questions through email or mail by providing the following details:

- (a) Full Name;
- (b) Contact Telephone Number;

- (c) Email Address; and
 - (d) The manner in which you hold shares (if you hold shares directly, please provide your CDP account number; otherwise, please state whether you hold your shares through CPF, SRS, or a Relevant Intermediary (as defined below)).
9. Shareholders are encouraged to submit their questions via one of the foregoing means as soon as possible. The Company will endeavour to respond to all substantial and relevant questions (as may be determined by the Company in its sole discretion) from shareholders submitted in advance via an announcement on SGXNet at the URL <https://www.sgx.com/securities/company-announcements> and the Company's website at the URL <https://www.ajimedtech.com.sg/announcement> no later than 48 hours before the deadline for the submission of the Proxy Forms, i.e. by 25 April 2024 (Thursday). The Company will also address any subsequent clarifications sought, or follow-up questions, prior to, or at, the AGM in respect of substantial and relevant matters.
10. Shareholders and their duly appointed proxy or proxies will also be able to ask questions relating to the resolutions at the AGM. The Company will endeavour to respond to and address substantial and relevant questions as far as reasonably practicable during the AGM. Where there are substantially similar questions, the Company will consolidate such questions and consequently not all questions may be individually addressed.

Voting at the AGM by persons holding shares through a Relevant Intermediary and CPF/SRS Investors

11. Persons who hold shares through Relevant Intermediaries (as defined below), including CPF and SRS investors, and who wish to participate in the AGM by: (a) submitting questions in advance of the AGM in the manner provided above; and/or (b) voting at the AGM if they are appointed as proxies by their respective CPF Agent Banks and SRS Operators or appointing the Chairman of the AGM as proxy to attend speak and vote on their behalf at the AGM, should contact the Relevant Intermediary (which would include, in the case of CPF and SRS investors, their respective CPF Agent Banks and SRS Operators) through which they hold such shares as soon as possible in order to facilitate the necessary arrangements for them to participate in the AGM.
12. CPF and SRS Investors may attend and vote at the AGM if they are appointed as proxies by their respective CPF agent banks or SRS operators and should contact their respective CPF Agent Banks or SRS Operators if they have any queries regarding their appointment as proxies. CPF and SRS investors who wish to appoint the Chairman of the AGM as their proxy, should approach their respective CPF Agent Banks and SRS Operators to submit their votes at least seven (7) working days before the AGM.
13. A "Relevant Intermediary" is:
- (a) a banking corporation licensed under the Banking Act 1970 of Singapore or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity; or
 - (b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act 2001 of Singapore and who holds shares in that capacity; or
 - (c) the Central Provident Fund Board established by the Central Provident Fund Act 1953 of Singapore, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

FY2023 ANNUAL REPORT

14. Copies of the documents and information relating to the AGM (including the Annual Report for FY2023, Notice of AGM and the accompanying Proxy Form) have been made available on SGXNet and the Company's corporate website and may be accessed at the following URLs:
- (a) <https://www.sgx.com/securities/company-announcements>; or
 - (b) the Company's corporate website at <https://www.ajimedtech.com.sg/announcement>

Printed copies of the FY2023 Annual Report Request Form, this Notice of AGM and the Proxy Form will also be despatched to Shareholders.

PERSONAL DATA PRIVACY

“Personal data” in this Notice of AGM has the same meaning as “personal data” in the Personal Data Protection Act 2012, which includes your name, address and NRIC/Passport number. By submitting (a) questions relating to the resolutions to be tabled for approval at the AGM; and/or (c) an instrument appointing proxy or proxies to vote at the AGM and/or any adjournment thereof, a Shareholder of the Company hereby (i) consents to the collection, use and disclosure of the member’s personal data by the Company (or its agents or service providers including any organisations the Company has engaged to perform any function related to the AGM) for the purposes of addressing any selected questions submitted by the member and following up with the member where necessary, and responding to, handling, and processing queries and requests from the member, processing and administration by the Company (or its agents or service providers including any organisations the Company has engaged to perform any function related to the AGM) of proxy forms appointing proxy or proxies (including any adjournment thereof), and the preparation, compilation and disclosure (as application) of the attendance lists, minutes, questions from members and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents or service providers including any organisations the Company has engaged to perform any function related to the AGM) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the **“Purposes”**), and (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 or service providers), 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 or service providers) 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.

Photographic, sound and/or video recordings at the AGM may be made by the Company for record keeping and to ensure the accuracy of the minutes prepared of the AGM. Accordingly, the personal data of a member of the Company (such as his name, his presence at the AGM and any questions he may raise or motions he propose/ second) may be recorded by the Company for such purpose.

This notice has been prepared by the Company and its contents have been reviewed by the Company’s sponsor, Evolve Capital Advisory Private Limited (**“Sponsor”**) for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited (**“SGX-ST”**).

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 Mr. Jerry Chua (Telephone Number: +65 6241 6626) at Evolve Capital Advisory Private Limited, 138 Robinson Road, #13-02, Oxley Tower, Singapore 068906.