



ECON HEALTHCARE (ASIA) LIMITED
(Company Registration No. 200400965N)
(Incorporated in Singapore)
(the "Company")

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Annual General Meeting ("AGM") of Econ Healthcare (Asia) Limited (the "Company") will be convened and held by electronic means on Friday, 30 July 2021 at 10.00 a.m. for the following purposes:

AS ORDINARY BUSINESS

- To receive and adopt the Directors' Statement and the Audited Financial Statements of the Company and the Group for the financial year ended 31 March 2021, together with the Auditors' Report thereon. **(Resolution 1)**
- To declare a first and final dividend (one-tier tax exempt) of 0.78 Singapore cent per ordinary share for the financial year ended 31 March 2021. **(Resolution 2)**
- To approve the payment of Directors' fees of S\$41,945.21 for the financial year ended 31 March 2021. **(Resolution 3)**
- To approve the payment of Directors' fees of S\$71,000 for the financial year ending 31 March 2022, to be paid annually in arrears. (2021: S\$41,945.21) **(Resolution 4)**
- To re-elect the following Directors of the Company retiring pursuant to Regulation 94 and 100 of the Constitution of the Company, and who, being eligible, offer themselves for re-election, as Directors of the Company:
Regulation 94
(i) Mr. Ong Chu Poh **(Resolution 5)**
Regulation 100
(ii) Mr. Siau Kai Bing **(Resolution 6)**
(iii) Mr. Lim Yian Poh **(Resolution 7)**
(iv) Dr. Ong Seh Hong **(Resolution 8)**
[See Explanatory Notes (i)]
- To appoint Messrs Ernst & Young LLP as auditors of the Company in place of retiring auditors of the Company, Messrs KPMG LLP, to hold office until the conclusion of the next AGM of the Company and to authorise the Directors to fix their remuneration and take such steps and exercise such discretion and do all such acts and things (including, without limitation, executing all such documents as may be required) as any Director of the Company may deem desirable, necessary, advisable or expedient to give effect to this Ordinary Resolution. **(Resolution 9)**
[See Explanatory Notes (ii)]
- To transact any other ordinary business which may properly be transacted at an AGM. **(Resolution 9)**

AS SPECIAL BUSINESS

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

8. Authority to allot and issue shares

That pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore ("Companies Act") and Rule 806 of the Singapore Exchange Securities Trading Limited ("SGX-ST") Listing Manual Section B: Rules of Catalyst ("Catalist Rules"), the Directors of the Company be authorised and empowered to:

- allot and issue shares in the Company ("shares") whether by way of rights, bonus or otherwise; and/or
- make or grant offers, agreements or options (collectively, "Instruments") that might or would require shares to be issued, including 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
- (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the Directors of the Company while this Resolution is in force,

("Share Issue Mandate")

provided that:

- the aggregate number of shares (including shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) and Instruments to be issued pursuant to this Resolution shall not exceed one hundred percent (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 and Instruments to be issued other than on a pro rata basis to existing 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);
- (subject to such calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of shares and Instruments that may be issued under subparagraph (1) above, the percentage of issued shares and Instruments shall be based on the 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:
 - new shares arising from the conversion or exercise of the Instruments or any convertible securities outstanding at the time of passing of this Ordinary Resolution;
 - (where applicable) new shares arising from exercising share options or vesting of share awards, provided that such share awards or share options (as the case may be) were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and
 - any subsequent bonus issue, consolidation or subdivision of shares, adjustments in accordance with sub-paragraph (2)(a) or sub-paragraph (2)(b) 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 Catalist Rules for the time being in force (unless such compliance has been waived by the SGX-ST), all applicable legal requirements under the Companies Act and the Constitution of the Company for the time being in force; and
- unless revoked or varied by the Company in a general meeting, such authority conferred by this Resolution shall continue in force (i) until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is earlier or (ii) in the case of shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution, until the issuance of such shares in accordance with the terms of the Instruments.
[See Explanatory Note (iii)] **(Resolution 10)**

By Order of the Board

Shirley Tan Sey Liy
Company Secretary
Singapore, 14 July 2021

Explanatory Notes:

- Mr. Ong Chu Poh will, upon re-election as a Director of the Company, remain as the Executive Chairman and Group Chief Executive Officer of the Company. Further detailed information on Mr. Ong Chu Poh can be found in the sections entitled "Board of Directors", "Corporate Governance Report" and "Directors' Statement" of the Annual Report 2021.

Mr. Siau Kai Bing will, upon re-election as a Director of the Company, remain as the Lead Independent Director, the Chairman of the Audit Committee, a member of the Nominating Committee and the Remuneration Committee of the Company. The Board considers Mr. Siau Kai Bing to be independent for the purposes of Rule 704(7) of the Catalist Rules. Further detailed information on Mr. Siau Kai Bing can be found in the sections entitled "Board of Directors", "Corporate Governance Report" and "Directors' Statement" of the Annual Report 2021.

Mr. Lim Yian Poh will, upon re-election as a Director of the Company, remain as an Independent Director, the Chairman of the Nominating Committee, a member of the Audit Committee and the Remuneration Committee of the Company. The Board considers Mr. Lim Yian Poh to be independent for the purposes of Rule 704(7) of the Catalist Rules. Further detailed information on Mr. Lim Yian Poh can be found in the sections entitled "Board of Directors", "Corporate Governance Report" and "Directors' Statement" of the Annual Report 2021.

Dr. Ong Seh Hong will, upon re-election as a Director of the Company, remain as an Independent Director, the Chairman of the Remuneration Committee, a member of the Audit Committee and the Nominating Committee of the Company. The Board considers Dr. Ong Seh Hong to be independent for the purposes of Rule 704(7) of the Catalist Rules. Further detailed information on Dr. Ong Seh Hong can be found in the sections entitled "Board of Directors", "Corporate Governance Report" and "Directors' Statement" of the Annual Report 2021.

- A Circular is attached to this notice to provide shareholders with information and the rationale relating to the Proposed Change of Auditors to be tabled at the AGM.

In accordance with the requirements of Rule 712(3) of the Catalist Rules:

- The retiring auditors of the Company, KPMG LLP ("KPMG"), have confirmed to Ernst & Young LLP ("EY") by way of letter dated 6 July 2021 that they are not aware of any professional reasons why EY should not accept appointment as the new auditors of the Company and its subsidiaries;
 - The Company confirms that there were no disagreements with the retiring auditors, KPMG on accounting treatments within the last 12 months and up to the date of the Circular;
 - The Company confirms that it is not aware of any circumstances connected with the Proposed Change of Auditors that should be brought to the attention of Shareholders which has not been disclosed in the Circular;
 - The Company confirms that the rationale for the Proposed Change of Auditors are as disclosed in Section 2 of the Circular. The Company is of the view that it would be timely to effect a change of external auditors. Accordingly, KPMG has informed the Company that they will not be seeking re-election at the forthcoming AGM.; and
 - The Company has confirmed that it is in compliance with Rules 712 and 715 of the Catalist Rules in relation to the appointment of EY as the new Auditors of the Company.
- The Ordinary Resolution 10, if passed, will empower the Directors of the Company from the date of this AGM until the date of the next AGM of the Company, or the date by which the next AGM 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 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 existing 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 will 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 Resolution is passed after adjusting for new shares arising from the conversion or exercise of the Instruments or any convertible securities, the exercise of share options or the vesting of share awards outstanding or subsisting at the time when this Resolution is passed and any subsequent consolidation or subdivision of shares.

Notes relating to the Alternative Arrangements for the AGM:

- The AGM (or the "Meeting") is being convened, and will be held, by way of electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 and the Joint Statement issued on 13 April 2020, and subsequently updated on 27 April 2020, 1 October 2020 and 6 April 2021 by the Monetary Authority of Singapore, the Accounting and Corporate Regulatory Authority and the Singapore Exchange Regulation on the guidance on the conduct of general meeting during the period when elevated safe distancing measures are in place. Printed copies of this Notice will not be sent to members. Instead, this Notice will be sent to members by electronic means via publication on (i) the Company's website at the URL: <https://investor.econhealthcare.com/>, (ii) the SGX website at the URL: <https://www.sgx.com/securities/company-announcements> and (iii) at the URL: <https://conveneagm.com/sg/econhealthcare>.
- Alternative arrangements are instead put in place to allow shareholders to participate in the AGM by:
 - watching or listening to the AGM proceedings via a Live Webcast (as defined below). Shareholders who wish to participate as such will have to pre-register in the manner outlined in Note 3 to 7 below;
 - submitting questions before the AGM. Please refer to Notes 8 to 10 below for further details; and
 - voting by proxy at the AGM. Please refer to Notes 11 to 17 below for further details.

Participation in the AGM via live webcast or live audio feed

- A shareholder of the Company or their corporate representatives (in the case of a member which is a legal entity) will be able to watch or listen to the proceedings of the AGM through a live webcast via mobile phone, tablet or computer ("Live Webcast"). In order to do so, the member must pre-register by 10.00 a.m. on 27 July 2021, being 72 hours before the time appointed for the AGM ("Registration Deadline"), at the following URL: <https://conveneagm.com/sg/econhealthcare> ("ECON AGM Website"), to create an account.
- Following authentication of his/her/its status as a shareholder of the Company, such shareholder will receive an email on their authentication status and will be able to access the Live Webcast using the account created.
- Shareholders who have registered by the Registration Deadline in accordance with paragraph 3 above but do not receive an email response by 12.00 p.m. on 29 July 2021 may contact the Company's Share Registrar by 5.00 p.m. on 29 July 2021 for assistance at the following email address: shareregistry@incorp.asia, with the following details included: (1) the shareholder's full name; (2) his/her/its identification/company registration number; and (3) the manner in which the shares are held (e.g. via The Central Depositor (Pte) Limited ("CDP"), or Supplementary Retirement Scheme ("SRS").
- Non-CPF/SRS holders whose shares are registered under Depository Agents ("DAs") must also contact their respective DAs to indicate their interest in order for their respective DAs to make the necessary arrangements for them to participate in the Live Webcast of the AGM proceedings.
- Corporate shareholders must also submit the Corporate Representative Certificate to the Company's Share Registrar at shareregistry@incorp.asia, in addition to the registration procedures as set out in paragraph (3) above, by the Registration Deadline, for verification purpose.

Submission of questions prior to the AGM

- A shareholder of the Company may also submit questions relating to the resolution to be tabled for approval at the AGM or the Company's businesses and operations. The Company shall only address relevant and substantial questions (as may be determined by the Company in its sole discretion) received. The Company will publish the minutes of the AGM on SGXNet and the Company's website within one month after the date of the AGM.
- To do so, all questions must be submitted no later than the Registration Deadline through any one of the following means: (a) via the ECON AGM Website; or (b) in physical copy by depositing the same at the Company's registered office of the Company at 160 Changi Road, #05-01-13 Hexacube, Singapore 419728.
- If the questions are deposited in physical copy at the Company's registered office and not accompanied by the completed and executed Proxy Form (as defined below), the following details must be included with the submitted questions: (i) the member's full name; and (ii) his/her/its identification/registration number for verification purposes, failing which the submission will be treated as invalid.

Voting by proxy

- Shareholders may only exercise their voting rights at the AGM via proxy voting. The accompanying proxy form for the AGM may be accessed via the ECON AGM Website, the Company's corporate website at the URL: <https://investor.econhealthcare.com/>, and will also be made available on the SGXNet website at the URL: <https://www.sgx.com/securities/company-announcements>.
- Shareholders (including Relevant Intermediary*) who wish to vote on the resolution at the AGM must submit the proxy form to appoint the Chairman of the AGM as their proxy to do so on their behalf. In appointing the Chairman of the AGM as proxy, shareholders (whether individuals or corporates) must give specific instructions as to his/her/its manner of voting, or abstentions from voting, in the proxy form, failing which the appointment of the Chairman of the AGM as proxy for the resolution will be treated as invalid.
- The instrument appointing the Chairman of the AGM as proxy must be submitted to the Company in the following manner:
 - in the electronic format accessible on the ECON AGM Website;
 - if submitted by post, be lodged at the office of the Company's Share Registrar at 30 Cecil Street, #19-08 Prudential Tower, Singapore 049712; or
 - if submitted electronically, be submitted via email to the Company's Share Registrar at shareregistry@incorp.asia,in either case by no later than the Registration Deadline.

In the case of submission of the Proxy Form other than via the ECON AGM Website, a member who wishes to submit an instrument of proxy must first download, complete and sign the proxy form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.

In view of the current COVID-19 situation and the related safe distancing measures which may make it difficult for members to submit completed proxy forms by post, members are strongly encouraged to submit completed proxy forms electronically.

- In the case of submission of the Proxy Form other than via the ECON AGM Website, the instrument appointing the Chairman of the AGM as proxy must be under the hand of the appointor or on his/her attorney duly authorised in writing. Where the instrument appointing the Chairman of the AGM as proxy is executed by a corporation, it must be executed either under its common seal or signed on its behalf by its attorney duly authorised in writing or by an authorised officer of the corporation. Where an instrument appointing Chairman of the AGM as proxy is signed on behalf of the appointor by an attorney, the letter or 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 of proxy may be treated as invalid.
- An investor who holds shares under the Supplementary Retirement Scheme ("SRS Investor") and wishes to vote, should approach their SRS Operators to submit their votes to appoint the Chairman of the AGM as their proxy, BY 21 July 2021, i.e. at least 7 working days before the AGM.
- A Depositor's name must appear on the Depository Register maintained by CDP as at 72 hours before the time fixed for holding the AGM in order for the Depositor to be entitled to vote.
- Please note that shareholders will not be able to vote through the Live Webcast and can only vote with their proxy forms which are required to be submitted in accordance with the foregoing paragraphs.
- The Annual Report for the financial year ended 31 March 2021 and the Notice of AGM dated 14 July 2021 and the Circular in relation to the Proposed Change of Auditors have been published on the Company's website, and may be assessed at (i) the Company's website at the URL: <https://investor.econhealthcare.com/>, (ii) the SGX website at the URL: <https://www.sgx.com/securities/company-announcements> and (iii) at the URL: <https://conveneagm.com/sg/econhealthcare>.

* A Relevant Intermediary is:

- a banking corporation licensed under the Banking Act (Cap. 19) 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
- a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act (Cap. 289) and who holds shares in that capacity; or
- the Central Provident Fund Board established by the Central Provident Fund Act (Cap. 36), 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.

PERSONAL DATA PRIVACY

By (a) submitting an instrument appointing the Chairman of the Meeting as a proxy to vote at the Meeting and/or any adjournment thereof, or (b) submitting details for the registration to attend the Meeting via LIVE WEBCAST or AUDIO ONLY MEANS, or (c) submitting any question prior to the Meeting in accordance with this Notice of AGM, a member of the Company consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the following purposes:

- processing and administration by the Company (or its agents) of proxy forms appointing the Chairman of the Meeting as a proxy for the Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the Meeting (including any adjournment thereof);
- processing of the registration for purpose of granting access to members (or their corporate representatives in the case of members which are legal entities) to the LIVE WEBCAST or AUDIO ONLY MEANS to observe the proceedings of the Meeting and providing them with any technical assistance where necessary;
- addressing relevant and substantial questions from members received before the Meeting and if necessary, following up with the relevant members in relation to such questions;
- preparation and compilation of the attendance list, proxy list, minutes and other documents relating to the Meeting (including any adjournment thereof); and
- enabling the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines by the relevant authorities.

Photographic, sound and/or video recordings of the Meeting may be made by the Company for record keeping and to ensure the accuracy of the minutes prepared of the Meeting. Accordingly, the personal data of a member of the Company (such as his name, his presence at the Meeting 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 Sponsor for compliance with the Catalist Rules. The Sponsor has not independently verified the contents of this notice. This notice has not been examined or approved by the SGX-ST. The SGX-ST assumes no responsibility for the contents of this notice, including the accuracy, completeness or correctness of any of the information, statements or opinions made or reports contained in this notice.

The contact persons of the Sponsor are Mr Goh Chyan Pit, Managing Director and Mr Kelvin Wong, Senior Vice President, who can be contacted at 12 Marina Boulevard, Level 46, Marina Bay Financial Centre Tower 3, Singapore 018982, Telephone +65 6878 8888.