
NOTICE OF EXTRAORDINARY GENERAL MEETING

CAMSING HEALTHCARE LIMITED

(Company Registration No. 197903888Z)
(Incorporated in the Republic of Singapore)
(the “Company”)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Extraordinary General Meeting (“EGM”) of the shareholders of Camsing Healthcare Limited (“Company”) will be held at Spaces Singapore, #04-01, Paya Lebar Quarter 1, 1 Paya Lebar Link, Singapore 408533 on 24 May 2024 at 10.00 a.m. for the purpose of considering and, if thought fit, passing with or without amendments, the Ordinary Resolutions as set out below.

All capitalised terms used in this Notice which are not defined herein shall have the meanings ascribed to them in the circular dated 9 May 2024 (“Circular”) to shareholders of the Company (“Shareholders”).

Shareholders should note that Ordinary Resolutions 1 to 7 as set out in this Notice of EGM are inter-conditional upon the passing of one another. This means that any of Ordinary Resolutions 1 to 7 are not approved by Shareholders, none of Ordinary Resolutions 1 to 7 would be passed.

ORDINARY RESOLUTION 1

THE PROPOSED PLACEMENT OF 60,000,007 NEW ORDINARY SHARES IN THE CAPITAL OF THE COMPANY AT THE ISSUE PRICE OF S\$0.05 PER SUBSCRIPTION SHARE

THAT subject to and contingent upon Ordinary Resolutions 2, 3, 4, 5, 6, and 7 as set out in this Notice of EGM being passed:

- (a) approval be and is hereby given pursuant to Section 161 of the Companies Act and Rules 805(1) and 811(3) of the Mainboard Rules to the Directors to issue and allot to the Placees 60,000,007 Subscription Shares at an issue price of S\$0.05 per Subscription Share on the terms and subject to the conditions of the Placement Agreements; and
- (b) the Directors and each of them be and are hereby authorised to complete, enter and do all acts and things (including without limitation, prepare and finalise, approve, sign, execute and deliver all such documents or agreements as may be required) and do all deeds and things as they may consider necessary, desirable, incidental or expedient for the purposes of or to give effect to this Ordinary Resolution 1 and implement any of the foregoing as they think fit and in the interests of the Company.

ORDINARY RESOLUTION 2

THE ISSUANCE AND ALLOTMENT OF 26,000,007 SUBSCRIPTION SHARES TO MS DUANMU XIAOYI (WHO IS AN EXECUTIVE DIRECTOR OF THE COMPANY) AS PART OF THE PROPOSED PLACEMENT

THAT subject to and contingent upon Ordinary Resolutions 1, 3, 4, 5, 6, and 7 as set out in this Notice of EGM being passed:

- (a) approval be and is hereby given pursuant to Rules 804 and 812(2) of the Mainboard Rules to the Directors to issue and allot 26,000,007 Subscription Shares to Ms Duanmu Xiaoyi (who is an Executive Director of the Company) pursuant to the Proposed Placement; and

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- (b) the Directors and each of them be and are hereby authorised to complete, enter and do all acts and things (including without limitation, prepare and finalise, approve, sign, execute and deliver all such documents or agreements as may be required) and do all deeds and things as they may consider necessary, desirable, incidental or expedient for the purposes of or to give effect to this Ordinary Resolution 2 and implement any of the foregoing as they think fit and in the interests of the Company.

ORDINARY RESOLUTION 3

THE ISSUANCE OF UNLISTED ZERO-COUPON MANDATORY CONVERTIBLE BONDS IN THE PRINCIPAL AMOUNT OF UP TO S\$2,500,000, AND THE PROPOSED ALLOTMENT AND ISSUANCE OF NEW ORDINARY SHARES IN THE CAPITAL OF THE COMPANY AT THE CONVERSION PRICE OF S\$0.05 PER CONVERSION SHARE (OR SUCH ADJUSTED CONVERSION PRICE UPON ANY ADJUSTMENT PURSUANT TO THE TERMS AND CONDITIONS OF THE CONVERTIBLE BOND SUBSCRIPTION AGREEMENT) UPON CONVERSION OF THE BONDS

THAT subject to and contingent upon Ordinary Resolutions 1, 2, 4, 5, 6, and 7 as set out in this Notice of EGM being passed:

- (a) approval be and is hereby given pursuant to Rules 805(1) and 811(3) of the Mainboard Rules to the Directors to create and issue to the Bondholders the Bonds to be convertible in the Conversion Shares at the Conversion Price of S\$0.05 per Conversion Share (or such adjusted Conversion Price upon any adjustment pursuant to the terms and conditions of the Convertible Bond Subscription Agreement), on the terms and subject to the conditions of the Convertible Bond Subscription Agreement;
- (b) approval be and is hereby given pursuant to Section 161 of the Companies Act and Rules 805(1) and 811(3) of the Mainboard Rules to the Directors to subsequently issue and allot to the Bondholders:
- a. such number of Conversion Shares as may be required or permitted to be allotted or issued on the conversion of the Bonds, to the Bondholders, at the Conversion Price of S\$0.05 per Conversion Share (or such adjusted Conversion Price upon any adjustment pursuant to the terms and conditions of the Convertible Bond Subscription Agreement), on the terms and subject to the conditions of the Convertible Bond Subscription Agreement; and
 - b. such further Conversion Shares as may be required to be allotted and issued on the conversion of any of the Bonds upon the adjustment of the Conversion Price in accordance with the terms and conditions of the Bonds;
- (c) the Directors and each of them be and are hereby authorised to complete, enter and do all acts and things (including without limitation, prepare and finalise, approve, sign, execute and deliver all such documents or agreements as may be required) and do all deeds and things as they may consider necessary, desirable, incidental or expedient for the purposes of or to give effect to this Ordinary Resolution 3 and implement any of the foregoing as they think fit and in the interests of the Company.

ORDINARY RESOLUTION 4

THE ISSUANCE OF BONDS IN THE PRINCIPAL AMOUNT OF S\$700,000 TO MS DUANMU XIAOYI (AS AN EXECUTIVE DIRECTOR OF THE COMPANY) AS PART OF THE PROPOSED ISSUANCE

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THAT subject to and contingent upon Ordinary Resolutions 1, 2, 3, 5, 6, and 7 as set out in this Notice of EGM being passed:

- (a) approval be and is hereby given pursuant to Rules 804 and 812(2) of the Mainboard Rules to the Directors to create and issue to Ms Duanmu Xiaoyi (as an Executive Director of the Company) the Bonds in the principal amount of S\$700,000, to be convertible on the terms and subject to the conditions of the Convertible Bond Subscription Agreement;
- (b) approval be and is hereby given pursuant to Rules 804 and 812(2) of the Mainboard Rules to the Directors to issue and allot such number of Conversion Shares as may be required or permitted to be allotted or issued on the conversion of the Bonds registered in the name of Ms Duanmu Xiaoyi (as an Executive Director of the Company) upon conversion of Bonds issued pursuant to the Proposed Issuance, on the terms and subject to the conditions of the Convertible Bond Subscription Agreement; and
- (c) the Directors and each of them be and are hereby authorised to complete, enter and do all acts and things (including without limitation, prepare and finalise, approve, sign, execute and deliver all such documents or agreements as may be required) and do all deeds and things as they may consider necessary, desirable, incidental or expedient for the purposes of or to give effect to this Ordinary Resolution 4 and implement any of the foregoing as they think fit and in the interests of the Company.

ORDINARY RESOLUTION 5

THE PROPOSED TRANSFER OF CONTROLLING INTEREST TO MS DUANMU XIAOYI ARISING FROM THE PROPOSED PLACEMENT AND THE PROPOSED ISSUANCE

THAT subject to and contingent upon Ordinary Resolutions 1, 2, 3, 4, 6, and 7 as set out in this Notice of EGM being passed:

- (a) approval be and is hereby given for the allotment and issuance by the Company of the Subscription Shares on the terms and subject to the conditions set out in the Placement Agreement and the Conversion Shares on the terms and subject to the conditions set out in the Convertible Bond Subscription Agreement to Ms Duanmu Xiaoyi, which constitutes a transfer of controlling interest in the Company to Ms Duanmu Xiaoyi pursuant to Rule 803 of the Mainboard Rules; and
- (b) the Directors and each of them be and are hereby authorised to complete, enter and do all acts and things (including without limitation, prepare and finalise, approve, sign, execute and deliver all such documents or agreements as may be required) and do all deeds and things as they may consider necessary, desirable, incidental or expedient for the purposes of or to give effect to this Ordinary Resolution 5 and implement any of the foregoing as they think fit and in the interests of the Company.

ORDINARY RESOLUTION 6

THE PROPOSED TRANSFER OF CONTROLLING INTEREST TO MR CHEN HAO ARISING FROM THE PROPOSED PLACEMENT AND THE PROPOSED ISSUANCE

THAT subject to and contingent upon Ordinary Resolutions 1, 2, 3, 4, 5, and 7 as set out in this Notice of EGM being passed:

- (a) approval be and is hereby given for the allotment and issuance by the Company of the Subscription Shares on the terms and subject to the conditions set out in the Placement Agreement and the Conversion Shares on the terms and subject to the conditions set out in

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the Convertible Bond Subscription Agreement to Mr Chen Hao, which constitutes a transfer of controlling interest in the Company to Mr Chen Hao pursuant to Rule 803 of the Mainboard Rules; and

- (b) the Directors and each of them be and are hereby authorised to complete, enter and do all acts and things (including without limitation, prepare and finalise, approve, sign, execute and deliver all such documents or agreements as may be required) and do all deeds and things as they may consider necessary, desirable, incidental or expedient for the purposes of or to give effect to this Ordinary Resolution 6 and implement any of the foregoing as they think fit and in the interests of the Company.

ORDINARY RESOLUTION 7

THE PROPOSED TRANSFER OF CONTROLLING INTEREST TO MS LIU JING ARISING FROM THE PROPOSED PLACEMENT AND THE PROPOSED ISSUANCE

THAT subject to and contingent upon Ordinary Resolutions 1, 2, 3, 4, 5, and 6 as set out in this Notice of EGM being passed:

- (a) approval be and is hereby given for the allotment and issuance by the Company of the Subscription Shares on the terms and subject to the conditions set out in the Placement Agreement and the Conversion Shares on the terms and subject to the conditions set out in the Convertible Bond Subscription Agreement to Ms Liu Jing, which constitutes a transfer of controlling interest in the Company to Ms Liu Jing pursuant to Rule 803 of the Mainboard Rules; and
- (b) the Directors and each of them be and are hereby authorised to complete, enter and do all acts and things (including without limitation, prepare and finalise, approve, sign, execute and deliver all such documents or agreements as may be required) and do all deeds and things as they may consider necessary, desirable, incidental or expedient for the purposes of or to give effect to this Ordinary Resolution 7 and implement any of the foregoing as they think fit and in the interests of the Company.

By Order of the Board

Lim Kok Meng
Company Secretary
Singapore, 9 May 2024

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Notes:

1. A member of the Company entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf.
2. A member:
 - (a) (otherwise than a relevant intermediary) is entitled to appoint not more than two proxies to attend, speak and vote at the EGM. Where such member's form of proxy appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy; and
 - (b) 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 him (which number and class of shares shall be specified).

"Relevant intermediary" has the meaning as ascribed to it in Section 181(6) of the Companies Act 1967 of Singapore (the **"Act"**).

3. A proxy need not be a member of the Company.
4. The instrument appointing a proxy or proxies must be signed under the hand of the appointor or of his/her 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 a duly authorised officer.
5. Where an instrument appointing a proxy or proxies 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.
6. The instrument appointing proxy or proxies must be submitted to the Company in the following manner:
 - (a) if sent personally or by post, be received at the registered office of the Company at 16 Raffles Quay, #17-03 Hong Leong Building, Singapore 048581; or
 - (b) if submitted by email, be received by the Company, by email at enquiry.camsing@naturesfarm.com,

in either case no later than 10.00 a.m. on 22 May 2024, being 48 hours before the time fixed for the EGM.

A member who wishes to submit a Proxy Form must first complete and sign the Proxy Form, before submitting it by post to the address provided above, or by scanning and sending it by email to the email address provided above. Members are strongly encouraged to submit completed Proxy Forms electronically via email.

Completion and submission of the instrument appointing a proxy(ies) by a member will not prevent him/her from attending, speaking and voting at the EGM if he/she so wishes. The appointment of a proxy(ies) for the EGM shall be deemed to be revoked if the member attends the EGM in person, and in such event, the Company reserves the right to refuse to admit any person or persons appointed under the relevant instrument appointing a proxy(ies), to the EGM.

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 meeting, in accordance with Section 179 of the Act.
8. An investor who buys shares using CPF monies and/or SRS monies ("**CPF and SRS Investors**") (as may be applicable) may attend and cast his vote(s) at the meeting in person. CPF and SRS Investors who are unable to attend the meeting but would like to vote, may inform their CPF and/or SRS Approved Nominees to appoint the Chairman of the meeting to act as their proxy, in which case, the CPF and SRS Investors shall be precluded from attending the EGM.

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9. The Company shall be entitled to reject the instrument appointing a proxy or proxies if it is incomplete, improperly completed or 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. In addition, in the case of a member whose shares are entered against his/her name in the Depository Register, the Company may reject any instrument appointing a proxy or proxies lodged if the member, being the appointor, is not shown to have shares entered against his/her 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.

ACCESS TO DOCUMENTS OR INFORMATION RELATING TO THE EGM

Printed copies of all documents and information relating to the business of the EGM (comprising the Circular, together with the enclosed Notice of EGM and the accompanying Proxy Form) will be sent by post to shareholders. These documents will also be published on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.

SUBMISSION OF QUESTIONS PRIOR TO EGM

Shareholders (including CPF and SRS Investors) who have any questions in relation to the agenda items of this notice, are also encouraged to send their questions to the Company in advance, by 10.00 a.m. on 16 May 2024 (the “**Questions Deadline**”), via email to enquiry.camsing@naturesfarm.com or by post to 16 Raffles Quay, #17-03 Hong Leong Building, Singapore 048581. Persons who hold Shares through relevant intermediaries (other than CPF/SRS investors) should contact their respective relevant intermediaries through which they hold such Shares to submit their questions in relation to the agenda items of this notice based on the abovementioned instructions. Questions must be submitted not later than Questions Deadline.

When submitting questions, shareholders should provide their details including full name, NRIC/Passport/Company Registration No., contact number and email address for verification purposes. Please note that the Company will not be able to answer questions from persons who provide insufficient details to enable the Company to verify his/her/its shareholder status.

The Company will endeavour to address all substantial and relevant questions received from Shareholders before the Questions Deadline prior to the EGM by publishing the responses on SGXNET at URL <https://www.sgx.com/securities/company-announcements> by 10.00 a.m. on 20 May 2024, being not less than 48 hours prior to the closing date and time for the lodgement of the proxy form. Where substantial relevant questions submitted by Shareholders are unable to be addressed prior to the EGM, the Company will address them during the EGM. Where there are substantially similar questions, the Company will consolidate such questions. Consequently, not all questions may be individually addressed.

The Company will, within one month after the date of the EGM, publish the minutes of the EGM on SGXNET, and the minutes will include the responses to the questions referred to above.

PERSONAL DATA PRIVACY

By 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, a shareholder of the Company (i) consents to the collection, use and disclosure of the shareholder’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 guideline (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), 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) 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.

Photographic, sound and/or video recording of the EGM may be made by the Company for record keeping and to ensure the accuracy of the minutes prepared for the EGM. Accordingly, the personal data of a member and/or of his/her/its proxy(ies) or representative(s) (such as his/her name, his/her presence at the EGM and any questions he/she may raise or motions he/she may propose) may be recorded by the Company for such purpose.