

## NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting ("AGM") of OUE LIPPO HEALTHCARE LIMITED (the "Company") will be convened and held by way of electronic means on Monday, 24 April 2023 at 2.00 p.m. (Singapore time), for the purpose of considering the following:

### AS ORDINARY BUSINESS:

- To receive and adopt the Directors' Statement and Audited Financial Statements of the Company and its subsidiaries for the financial year ("FY") ended 31 December 2022 and the Auditors' Report thereon.
- To approve the payment of S\$608,390.41 as Directors' Fees for FY2022 (FY2021: S\$567,174.66).
- To re-appoint the following Directors retiring in accordance with the Company's Constitution and who, being eligible, offer themselves for re-appointment:
  - Mr. Yet Kum Meng
  - Mr. Roger Tan Chade Phang
  - Mr. Jackson Tay Eng Kiat
- To re-appoint Messrs KPMG LLP as the Company's Auditors and to authorise the Directors to fix their remuneration.

### AS SPECIAL BUSINESS:

#### ORDINARY RESOLUTION – AUTHORITY TO ISSUE SHARES PURSUANT TO SECTION 161 OF THE COMPANIES ACT 1967 OF SINGAPORE

To consider and, if thought fit, pass the following resolution as an Ordinary Resolution, with or without modifications:

- that pursuant to Section 161 of the Companies Act 1967 of Singapore and the Singapore Exchange Securities Trading Limited ("SGX-ST") Listing Manual Section B: Rules of Catalist (the "Catalist Rules") and notwithstanding the provisions of the Constitution of the Company, authority be and is hereby given to the Directors of the Company to:
  - (i) issue shares in the capital of the Company (whether by way of rights, bonus or otherwise); and/or
  - (ii) make or grant offers, agreements or options (collectively, "instruments") that may 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 may in their absolute discretion deem fit; and
- (notwithstanding that 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 while this Resolution was in force, 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 treasury shares and subsidiary holdings (as calculated in accordance with sub-paragraph (ii) below), of which the aggregate number of shares to be issued 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 treasury shares and subsidiary holdings (as calculated in accordance with sub-paragraph (ii) below);
  - for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (i) above, the percentage of the total number of issued shares excluding treasury shares and subsidiary holdings shall be calculated based on the total number of issued shares excluding treasury shares and subsidiary holdings 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 Catalist Rules; and
    - any subsequent bonus issue, consolidation or subdivision of shares;
  - 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 Catalist Rules for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution 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 by law to be held, whichever is the earlier.

#### SPECIAL RESOLUTION – PROPOSED CHANGE OF NAME OF THE COMPANY FROM "OUE LIPPO HEALTHCARE LIMITED" TO "OUE HEALTHCARE LIMITED"

To consider and, if thought fit, pass the following resolution as a Special Resolution, with or without modifications:

- that the name of the Company be changed from "OUE Lippo Healthcare Limited" to "OUE Healthcare Limited" and that the name of "OUE Healthcare Limited" be substituted for "OUE Lippo Healthcare Limited" wherever the latter name appears in the Constitution of the Company; and
- the directors of the Company or any one of them be and are hereby authorised to complete and do any and all such acts and things (including without limitation, to sign, execute and/or deliver, whether under hand or seal all such documents and to approve any amendments, alterations or modifications to any documents) as the directors or any of them may consider necessary, desirable or expedient to give effect to the proposed change of name of the Company.

By Order of the Board

**OUE Lippo Healthcare Limited**

Victor Chong Tun Foo

Company Secretary

31 March 2023

Singapore

### EXPLANATORY NOTES:

- Resolution 3(a)** – Re-appointment of Mr. Yet Kum Meng as a Director retiring by rotation under Regulation 111 of the Company's Constitution. Mr. Yet Kum Meng will, upon re-appointment, continue as the Chief Executive Officer and Executive Director of the Company. The profile of Mr. Yet Kum Meng can be found under the sections entitled "Board of Directors" and "Additional Information on Directors Seeking Re-appointment" in the Annual Report 2022.
- Resolution 3(b)** – Re-appointment of Mr. Roger Tan Chade Phang as a Director retiring by rotation under Regulation 111 of the Company's Constitution. Mr. Roger Tan Chade Phang will, upon re-appointment, continue as the Lead Independent and Non-Executive Director, the Chairman of the Nominating and Remuneration Committee and a member of the Audit and Risk Committee of the Company. The profile of Mr. Roger Tan Chade Phang can be found under the sections entitled "Board of Directors" and "Additional Information on Directors Seeking Re-appointment" in the Annual Report 2022. The Board of Directors considers him independent for the purpose of Rule 704(7) of the Catalist Rules.
- Resolution 3(c)** – Re-appointment of Mr. Jackson Tay Eng Kiat as a Director retiring by rotation under Regulation 111 of the Company's Constitution. Mr. Jackson Tay Eng Kiat will, upon re-appointment, continue as an Independent and Non-Executive Director, a member of the Nominating and Remuneration Committee and the Audit and Risk Committee of the Company. The profile of Mr. Jackson Tay Eng Kiat can be found under the sections entitled "Board of Directors" and "Additional Information on Directors Seeking Re-appointment" in the Annual Report 2022. The Board of Directors considers him independent for the purpose of Rule 704(7) of the Catalist Rules.
- Resolution 5** is to empower the Directors to 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 5 (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 treasury shares and subsidiary holdings, 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 of the Company.

For the purpose of determining the aggregate number of shares that may be issued, the percentage of the total number of issued shares excluding treasury shares and subsidiary holdings will be calculated based on the total number of issued shares excluding treasury shares and subsidiary holdings at the time of the passing of Resolution 5, 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 Catalist 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 5.

### Personal Data Privacy:

By completing and submitting the proxy form appointing the Chairman of the AGM as proxy to attend, speak and vote at the AGM and/or any adjournment thereof, 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 purpose of the processing, administration, analysis and facilitation by the Company (or its agents or service providers) of the appointment of the Chairman of the AGM 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, Catalist Rules, take-over rules, regulations and/or guidelines.

### Notes:

- The AGM 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 ("Covid-19 Order"). Printed copies of this Notice, the Annual Report 2022 and the Proxy Form will not be sent to members. Instead, this Notice, the Annual Report 2022 and the Proxy Form will be sent to members by electronic means via announcement on the website of the SGX-ST at the URL <https://www.sgx.com/securities/company-announcements> and may be accessed at the Company's website at the URL [https://investor.ouelh.com/aggm\\_egm.html](https://investor.ouelh.com/aggm_egm.html).
- Alternative arrangements relating to attendance at the AGM via electronic means (including arrangements by which the AGM can be electronically accessed via "live" audio-and-video webcast or "live" audio-only stream), submission of questions in advance of the AGM, addressing of substantial and relevant questions either before or at the AGM and voting "live" by electronic means at the AGM or by appointing the Chairman of the AGM (or any person other than the Chairman of the AGM) as proxy at the AGM, are set out in this Notice, which may be accessed at the Company's website at the URL [https://investor.ouelh.com/aggm\\_egm.html](https://investor.ouelh.com/aggm_egm.html), and will also be made available on the website of the SGX-ST at the URL <https://www.sgx.com/securities/company-announcements>.

[Registration to attend the AGM](#)

- Members will not be able to attend the AGM in person. Shareholders, CPFIS Investors and SRS Investors who wish to follow the proceedings through a "live" audio-and-video webcast via their mobile phones, tablets or computers or listen to the proceedings through a "live" audio-only stream via telephone must pre-register at <http://www.ouelh.com/AGM2023.html> no later than 2.00 p.m. on 21 April 2023 (the "Registration Deadline").** Following verification, an email containing instructions on how to access the "live" audio-and-video webcast and "live" audio-only stream of the proceedings of the AGM will be sent to authenticated shareholders, CPFIS Investors and SRS Investors by **5.00 p.m. on 23 April 2023**.

Shareholders, CPFIS Investors and SRS Investors who do not receive any email by **5.00 p.m. on 23 April 2023**, but have registered by the Registration Deadline, should contact the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at [agm.teame@boardroomlimited.com](mailto:agm.teame@boardroomlimited.com) stating: (a) his/her/its full name; and (b) his/her/its identification/registration number.

An investor holding Shares through relevant intermediaries (as defined in Section 181 of the Companies Act 1967 of Singapore) ("Investors") (other than CPFIS Investors and SRS Investors) will not be able to pre-register at <http://www.ouelh.com/AGM2023.html> for the "live" broadcast of the AGM. An Investor (other than CPFIS Investors and SRS Investors) who wishes to participate in the "live" broadcast of the AGM should instead approach his/her relevant intermediary as soon as possible in order for the relevant intermediary to make the necessary arrangements to pre-register. The relevant intermediary is required to submit a consolidated list of participants (setting out in respect of each participant, his/her name, email address and NRIC/Passport number) to the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., via email to [agm.teame@boardroomlimited.com](mailto:agm.teame@boardroomlimited.com) no later than **2.00 p.m. on 21 April 2023**.

[Voting "live" at the AGM or by proxy](#)

- Members (whether individual or corporate) who wish to exercise their voting rights at the AGM may:
  - (where such members are individuals) vote "live" via electronic means at the AGM or (whether such members are individuals or corporates) appoint a proxy(ies) (other than the Chairman of the AGM) to vote "live" via electronic means at the AGM on their behalf; or
  - (whether such members are individuals or corporates) appoint the Chairman of the AGM as their proxy to vote on their behalf at the AGM.

For the avoidance of doubt, CPFIS Investors and SRS Investors will not be able to appoint third party proxy(ies) (i.e., persons other than the Chairman of the AGM) to vote "live" at the AGM on their behalf.

[Pre-registration required for shareholders and proxies to vote "live"](#)

- Shareholders, CPFIS Investors and SRS Investors who wish to vote "live" via electronic means at the AGM must first pre-register themselves at the pre-registration website at <http://www.ouelh.com/AGM2023.html>. Shareholders who wish to appoint a proxy(ies) (other than the Chairman of the AGM) to vote "live" via electronic means at the AGM on their behalf must, in addition to completing and submitting an instrument appointing a proxy(ies), ensure that their proxy(ies) pre-register separately via the registration link that will be sent to the appointed proxy(ies) via email, upon verification of the Proxy Form.

Unique access details for "live" voting will be provided to shareholders (or their appointed proxy(ies)) who pre-registered and are verified to attend the AGM.

[Voting by proxy](#)

- As an alternative to "live" voting at the AGM in the foregoing manner, a member (whether individual or corporate) may submit his/her/its proxy form appointing the Chairman of the AGM (or any person other than the Chairman of the AGM) as his/her/its proxy (the "Proxy Form") to attend, speak and vote on his/her/its behalf at the AGM to exercise his/her/its voting rights at the AGM. The accompanying Proxy Form for the AGM will be announced together with this Notice and may be accessed at the Company's website at the URL [https://investor.ouelh.com/aggm\\_egm.html](https://investor.ouelh.com/aggm_egm.html) and the website of the SGX-ST at the URL <https://www.sgx.com/securities/company-announcements>.

Where a member (whether individual or corporate) appoints the Chairman of the AGM (or any person other than the Chairman of the AGM) 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 AGM (or any person other than the Chairman of the AGM) as proxy for that resolution will be treated as invalid.

CPFIS Investors and SRS Investors who wish to appoint the Chairman of the AGM as proxy should approach their respective CPF Agent Banks or SRS Agent Banks to submit their votes by **5.00 p.m. on 12 April 2023**, being at least seven (7) working days before the date of the AGM.

- The Chairman of the AGM (or any person other than the Chairman of the AGM), as proxy, need not be a member of the Company.

- The Proxy Form must be submitted to the Company in the following manner:
  - if submitted electronically, be submitted via email to the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at [agm.teame@boardroomlimited.com](mailto:agm.teame@boardroomlimited.com); or
  - if submitted by post, be lodged at the office of the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632,

in either case, by **2.00 p.m. on 21 April 2023** (being 72 hours before the time appointed for holding 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, or before scanning and sending it by email to the email address provided above.

**Members are strongly encouraged to submit completed Proxy Forms electronically via email.**

[Submission of questions in advance](#)

- Shareholders who wish to ask questions relating to the Resolutions to be tabled at the AGM prior to the AGM may complete and submit the question form for the AGM (the "Question Form"), which will be announced together with this Notice and may be accessed at the Company's website at the URL [https://investor.ouelh.com/aggm\\_egm.html](https://investor.ouelh.com/aggm_egm.html) and will also be made available on the website of the SGX-ST at the URL <https://www.sgx.com/securities/company-announcements>.

- The Question Form must be submitted to the Company in the following manner:
  - if submitted electronically, be submitted via email to the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at [agm.teame@boardroomlimited.com](mailto:agm.teame@boardroomlimited.com); or
  - if submitted by post, be lodged at the office of the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632,

in either case, by **2.00 p.m. on 11 April 2023** (being at least seven (7) calendar days after the Notice of AGM).

A member who wishes to submit the Question Form must first download, complete and sign the Question 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.

[Company's responses to all substantial and relevant questions](#)

- The Company will publish its responses to all substantial and relevant questions relating to the resolutions to be tabled for approval at the AGM as received from members on the website of the SGX-ST at the URL <https://www.sgx.com/securities/company-announcements> and the Company's website at the URL [https://investor.ouelh.com/aggm\\_egm.html](https://investor.ouelh.com/aggm_egm.html) by **2.00 p.m. on 18 April 2023** (being 72 hours before the closing time for the lodgement of the Proxy Forms prior to the AGM). After the cut-off time for the submission of questions, if there are subsequent clarifications sought, or follow-up questions, the Company will endeavour to address them at the AGM, having regard to the limited time available at the AGM.

[Shareholders' participation at the AGM](#)

- Shareholders or, where applicable, their appointed proxy or proxies who pre-registered and are verified to attend the AGM will also be able to ask questions at the AGM by submitting text-based questions during the AGM within a certain prescribed time limit. The Company will endeavour to respond to questions as far as reasonably practicable. 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 (1) month after the date of the AGM, publish the minutes of the AGM on website of the SGX-ST and the Company's website, and the minutes will include the responses to the questions referred to above.