



NOTICE OF ANNUAL GENERAL MEETING

ALLIANCE HEALTHCARE GROUP LIMITED

(Incorporated in the Republic of Singapore)

(Company Registration No.: 200608233K)

This Notice has been made available on the SGXNet and the Company's website on 7 October 2022. A printed copy of this Notice will not be despatched to Shareholders.

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be convened and held by electronic means on Thursday, 27 October 2022 at 2.30 p.m. to transact the following business:

ORDINARY BUSINESS

1. To receive and adopt the Directors' Statement and Audited Financial Statements for the financial year ended 30 June 2022 and the Auditor's Report thereon. **(Resolution 1)**
2. To declare a first and final one-tier tax-exempt dividend of S\$0.0045 per ordinary share for the financial year ended 30 June 2022. **(Resolution 2)**
3. To re-elect Dr. Leong Peng Kheong Adrian Francis, who is retiring pursuant to Regulation 97 of the Constitution of the Company, as director of the Company. *(See Explanatory Note 1)* **(Resolution 3)**
4. To re-elect Mr. Lim Heng Chong Benny, who is retiring pursuant to Regulation 97 of the Constitution of the Company, as director of the Company. *(See Explanatory Note 2)* **(Resolution 4)**
5. To approve Directors' fees of S\$150,000 for the financial year ending 30 June 2023. **(Resolution 5)**
6. To re-appoint RSM Chio Lim LLP as auditors of the Company and authorise the Directors to fix their remuneration. **(Resolution 6)**

SPECIAL BUSINESS

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

7. **Authority to allot and issue shares and convertible securities** **(Resolution 7)**

That pursuant to Section 161 of the Companies Act 1967 of Singapore (the "**Act**") and Rule 806 of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") Listing Manual Section B: Rules of Catalyst ("**Catalist Rules**") and the Constitution of the Company, authority be and is hereby given to the Directors to:

- (i) issue shares whether by way of rights, bonus or otherwise;
- (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) 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
- (iii) (notwithstanding the authority conferred by this resolution may have ceased to be in force) issue shares in pursuance of any Instruments made or granted by the Directors while this resolution was in force, provided that:
 - (a) 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 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 (b) below), of which the aggregate number of shares to be issued (including shares to be issued pursuant to the Instruments) other than on a pro rata basis to existing shareholders shall not exceed 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 (b) below);

- (b) (subject to such calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of shares (including shares to be issued pursuant to the Instruments) that may be issued under sub-paragraph (a) above, the percentage of shares that may be issued shall be based on the total number of issued shares of the Company (excluding treasury shares and subsidiary holdings) at the time of the passing of this resolution, after adjusting for (i) new shares arising from the conversion or exercise of the Instruments or any convertible securities; and (ii) any subsequent bonus issue, consolidation or sub-division of shares;
- (c) in exercising such authority, 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
- (d) unless revoked or varied by the Company in a general meeting, such authority shall continue in force until (i) the conclusion of the next annual general meeting of the Company; or (ii) the date by which the next annual general meeting of the Company is required by law to be held, whichever is the earlier. *(See Explanatory Note 3)*

8. **The proposed renewal of Share Buyback Mandate**

(Resolution 8)

That:

- (i) for the purposes of Sections 76C and 76E of the Act, the exercise by the Directors of the Company of all the powers of the Company to purchase or otherwise acquire issued ordinary shares in the capital of the Company ("**Shares**") not exceeding in aggregate the Maximum Percentage (as defined below), at such price(s) as may be determined by the Directors of the Company from time to time up to the Maximum Price (as defined below), whether by way of:
 - (a) on-market purchases on the SGX-ST or, as the case may be, any other stock exchange on which the Shares may for the time being be listed and quoted ("**Other Exchange**") ("**On-Market Purchases**"); and/or
 - (b) off-market purchases (if effected otherwise than on the SGX-ST or, as the case may be, Other Exchange) in accordance with any equal access scheme(s) as may be determined or formulated by the Directors of the Company as they consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Act ("**Off-Market Purchases**"),

and otherwise in accordance with all other laws, regulations and rules of the SGX-ST or, as the case may be, Other Exchange as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the "**Share Buyback Mandate**");
- (ii) the authority conferred on the Directors of the Company pursuant to the Share Buyback Mandate may be exercised by the Directors of the Company at any time and from time to time during the period commencing from the date of the passing of this Ordinary Resolution and expiring on the earliest of:
 - (a) the conclusion of the next annual general meeting of the Company;
 - (b) the date by which the next annual general meeting of the Company is required by law to be held;
 - (c) the date on which the Share Purchases are carried out pursuant to the Share Buyback Mandate to the full extent mandated; or
 - (d) the date on which the authority conferred by the Share Buyback Mandate is revoked or varied.

(iii) in this Ordinary Resolution:

“Maximum Percentage” means that number of issued Shares representing not more than 10% of the total number of issued Shares as at date of the passing of this Ordinary Resolution (excluding any treasury shares and subsidiary holdings as at that date);

“Maximum Price” in relation to a Share to be purchased or otherwise acquired, means the purchase price as determined by the Directors (excluding brokerage, commission, applicable goods and services tax, stamp duties, clearance fees and other related expenses) and not exceeding:

- (a) in the case of an On-Market Purchase, 105% of the Average Closing Price of the Shares; and
- (b) in the case of an Off-Market Purchase, 120% of the Average Closing Price of the Shares.

For the above purposes of determining the Maximum Price:

“Average Closing Price” means the average of the closing market prices of a Share over the last five (5) Market Days on which transactions in the Shares were recorded immediately preceding the date of the On-Market Purchase by the Company or, as the case may be, the date of the making of the offer (as defined below) pursuant to the Off-Market Purchase, and deemed to be adjusted for any corporate action that occurs during the relevant five (5) Market Day period and the day on which the purchases are made.

“date of making of the offer” means the date on which the Company announces its intention to make an offer for an Off-Market Purchase, stating therein the purchase price (which shall not be more than the Maximum Price for an Off-Market Purchase calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase.

- (iv) the Directors of the Company and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they and/or he may consider expedient or necessary or in the interests of the Company to give effect to the transactions contemplated and/or authorised by this Ordinary Resolution.”
(See *Explanatory Note 4*)

9. **The proposed adoption of the Alliance Performance Share Plan**

(Resolution 9)

That:

- (i) a new share incentive scheme, namely, the Alliance Performance Share Plan (**“Alliance PSP”**), be and is hereby approved and adopted;
- (ii) the rules of the Alliance PSP set out in Appendix A to the Letter to Shareholders dated 7 October 2022 be and are hereby approved and adopted;
- (iii) the Directors of the Company be and are hereby authorised:
 - (a) to establish and administer the Alliance PSP;
 - (b) to modify and/or alter the Alliance PSP at any time and from time to time, provided that such modification and/or alteration is effected in accordance with the rules of the Alliance PSP;

- (c) to grant awards in accordance with the rules of the Alliance PSP and, subject to the provisions of the Act and the Constitution of the Company, from time to time to issue such number of new Shares and/or transfer such number of treasury shares as may be required to be delivered pursuant to the vesting of such awards, provided that the total number of new Shares which may be issued and/or transferred pursuant to awards granted under the Alliance PSP on any date, when aggregated with the total number of Shares issued and/or transferred in respect of all awards granted under the Alliance PSP, and all options and awards granted under any other share incentive scheme(s) implemented by the Company and for the time being in force, shall not exceed 15% of the total number of Shares (excluding treasury shares and subsidiary holdings) on the day preceding the Award Date; and
- (d) to complete and to do all such acts and things (including executing all such documents as may be required and to approve any amendments or modifications to any such documents) as they and/or he/she may consider necessary, desirable or expedient to give effect to this Ordinary Resolution. (See *Explanatory Note 5*)

BY ORDER OF THE BOARD

Dr. Barry Thng Lip Mong
Executive Chairman and Chief Executive Officer

7 October 2022

Explanatory Notes:

1. Dr. Leong Peng Kheong Adrian Francis ("**Dr. Leong**") will, upon re-election, remain as an Independent Director of the Company and continue to serve as Chairman of the Remuneration Committee and a member of the Audit and Risk Management Committee and Nominating Committee. Dr. Leong is considered independent for the purpose of Rule 704(7) of the Catalist Rules. Dr. Leong does not have any relationship with the Company, its related companies, its substantial shareholders or its officers that could interfere, or be reasonably perceived to interfere, with the exercise of his independent judgement with a view to the best interests of the Group. The detailed information of Dr. Leong can be found under "Board of Directors" and "Corporate Governance Report" in the Company's Annual Report 2022.
2. Mr. Lim Heng Chong Benny ("**Mr. Lim**") will, upon re-election, remain as an Independent Director of the Company and continue to serve as Chairman of the Nominating Committee and a member of the Audit and Risk Management Committee and Remuneration Committee. He is considered independent for the purpose of Rule 704(7) of the Catalist Rules. Mr. Lim does not have any relationship with the Company, its related companies, its substantial shareholders or its officers that could interfere, or be reasonably perceived to interfere, with the exercise of his independent judgement with a view to the best interests of the Group. The detailed information of Mr. Lim can be found under "Board of Directors" and "Corporate Governance Report" in the Company's Annual Report 2022.
3. Resolution 7, if passed, will empower the directors, from the date of this annual general meeting until the next annual general meeting, to allot and issue new shares and/or convertible securities in the Company including a rights or bonus issue without seeking further approval from shareholders in general meeting for such purposes as the directors consider would be in the best interests of the Company. The maximum number of shares which the directors may issue pursuant to this Resolution shall not exceed the quantum set out in the Resolution 7.
4. The Resolution 8, if passed, will empower the Directors of the Company to purchase, on behalf of the Company, Shares in accordance with the terms set out in the letter to shareholders of the Company dated 7 October 2022 (the "**Letter to Shareholders**") which is appended to the Notice of Annual General Meeting ("**Appendix**") as well as the rules and regulations set forth in the Act and the Catalist Rules. Please refer to the Letter to Shareholders for more information relating to the renewal of the Share Buyback Mandate. All capitalised terms used in Resolution 8 which are not defined herein shall have the same meanings ascribed to them in the Appendix, unless otherwise defined herein or where the context otherwise requires.
5. The Resolution 9, if passed, will empower the Directors of the Company to allot and issue Shares pursuant to the grant of awards to eligible participants of the Alliance PSP in accordance with the terms set out in the Letter to Shareholders as well as the rules and regulations set forth in the Act and the Catalist Rules. Please refer to the Letter to Shareholders for more information relating to the adoption of the Alliance PSP. All capitalised terms used in Resolution 9 which are not defined herein shall have the same meanings ascribed to them in the Appendix, unless otherwise defined herein or where the context otherwise requires.

Important Notes:

No Despatch of documents and information relating to the AGM

Documents and information relating to the AGM (including the Annual Report 2022, Notice of AGM, Letter to Shareholders set out as Appendix to the Notice of AGM and the Proxy Form) have been uploaded to the SGXNet on 7 October 2022 and may be accessed via SGXNet, the Company's website at <https://www.alliancehealthcare.com.sg/investor-relations/> and AGM website at <https://conveneagm.com/sg/alliancehealthcare2022>. Printed copies of these documents will not be sent to Shareholders.

Pre-registration for AGM

The annual general meeting (the "AGM") will be held by 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. Alternative arrangements relating to, among others, attendance, submission of questions in advance and/or voting at the AGM are set out in the Company's announcement dated 7 October 2022 which has been uploaded together with this Notice of AGM on SGXNet on the same day. The announcement may also be accessed at the Company's website at <https://www.alliancehealthcare.com.sg/investor-relations/>.

As a precautionary measure due to the current COVID-19 situation, the AGM to be held on 27 October 2022 will be conducted by way of electronic means. Shareholders will not be able to attend the AGM in person to minimise physical interactions and COVID-19 transmission risks. Shareholders may express their views on resolutions tabled at the general meetings prior to the AGM or at the general meetings.

Alternative arrangements have been put in place to allow shareholders to participate at the AGM by: (a) watching the AGM proceedings via "live" audio-and-video webcast or listening to the AGM proceedings via "live" audio feed; (b) submitting questions in advance of, or "live" at, the AGM and the Company addressing substantial and relevant questions in advance of, or "live" at, the AGM; (c) voting at the AGM (i) "live" by the shareholders themselves or their duly appointed proxy(ies) (other than the Chairman of the AGM) via electronic means; or (ii) by appointing the Chairman of the AGM as proxy to vote on their behalf at the AGM.

For participation at the AGM, a shareholder must register by sending the following details: their full name (as per CDP/SRS account records), NRIC/passport/company registration no., contact number and email address to investor.relations@alliancehealthcare.com.sg or register at <https://conveneagm.com/sg/alliancehealthcare2022>, no later than 2.30 p.m. on 24 October 2022.

Shareholders or their appointed proxy(ies) who do not receive a confirmation email from the Company by 6.00 p.m. on 25 October 2022, but have registered by the pre-registration deadline as stated above, should send an email to the Company at investor.relations@alliancehealthcare.com.sg with the full name of the member and his/her identification number by 2.30 p.m. on 26 October 2022.

The Central Provident Fund and Supplementary Retirement Scheme ("CPF/SRS") investors who wish to participate in the AGM by (a) watching and/or listening the AGM proceeding through "live" audio-visual webcast; (b) submitting questions in advance of the AGM; and/or (c) attending at AGM or appointing proxy(ies) to attend, speak and vote at the AGM should approach their respective CPF Agent Banks or SRS Operators to make the necessary arrangements at least seven working days before the AGM.

Investors who hold their shares through relevant intermediaries as defined in Section 181 of the Act (other than CPF/SRS) and who wish to participate in the AGM by (a) watching and/or listening the AGM proceeding through "live" audio-visual webcast; (b) submitting questions in advance of, or "live" at the AGM; and/or (c) attending at AGM "live" by the shareholders themselves or appointing proxy(ies) to attend, speak and vote at the AGM, should also approach their respective relevant intermediaries through which they hold such shares at least seven working days before the AGM in order to make the necessary arrangements for them to participate in the AGM.

Submission of Questions prior to AGM

A shareholder may submit questions relating to the resolutions to be tabled for approval at the AGM by 6.00 p.m. on 14 October 2022 via email to the Company at investor.relations@alliancehealthcare.com.sg or via <https://conveneagm.com/sg/alliancehealthcare2022>.

When sending in the questions, please provide full name, identification/registration number and the manner in which the shares of the Company are held for verification purpose, failing which, the submission will be treated as invalid.

The Company's responses to the shareholders' questions will be published at the SGXNet and the Company's website at <https://www.alliancehealthcare.com.sg/investor-relations/> by 2.30 p.m. on 22 October 2022.

Submission of Proxy Form

- (a) A shareholder who is not a relevant intermediary is entitled to appoint not more than two proxies. Where such shareholder's proxy form appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the instrument.
- (b) A shareholder who is a relevant intermediary is entitled to appoint more than two proxies, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such shareholder's proxy form appoints more than two proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the proxy form.

If a shareholder wishes to appoint other person(s) or Chairman of the AGM as his/her proxy(ies) at the AGM, he/she must submit the proxy form to the Company in the following manner no later than 2.30 pm on 24 October 2022:

- (a) If submitted electronically, be submitted via email to the Company at investor.relations@alliancehealthcare.com.sg; or
- (b) If submitted via AGM website, at <https://conveneagm.com/sg/alliancehealthcare2022>; or
- (c) If in hard copy, be submitted by post/courier/hand to the Company's Share Registrar, Tricor Barbinder Share Registration Services, at 80 Robinson Road, #02-00 Singapore 068898.

The shareholder may download the Proxy Form from SGXNet or the Company's website at <https://www.alliancehealthcare.com.sg/investor-relations/>.

The proxy form must be executed under the hand of the appointor or his or her attorney duly authorised in writing. Where the proxy form is executed by a corporation, it must be executed either under its seal or under the hand of its representative or attorney duly authorised. If the proxy form is executed by an attorney on behalf of the appointor, the letter or power of attorney or a duly certified copy thereof must be deposited together with the proxy form, failing which, the instrument may be treated as invalid.

The Company shall be entitled to reject a proxy form which is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified on the proxy form. In addition, in the case of shares entered in the Depository Register, the Company may reject an instrument of proxy if the shareholder, being the appointor, is not shown to have shares entered against his name in the Depository Register as at seventy-two (72) hours before the time appointed for holding the Meeting, as certified by the Central Depository (Pte) Limited to the Company.

Deemed revocation of proxy appointment if shareholder attends the AGM in person

Completion and return of the instrument appointing a proxy(ies) by a shareholder will not prevent him/her from attending, speaking and voting at the AGM if he/she so wishes. The appointment of the proxy(ies) for the AGM will be deemed to be revoked if the shareholder attends the AGM 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 AGM.

Voting

A shareholder who wishes to exercise his voting rights at the AGM may vote "live" via electronic means at the AGM or appoint a proxy(ies) (or Chairman of the AGM) to vote "live" via electronic means at the AGM on his behalf.

Personal Data Privacy

Where a shareholder of the Company submits a proxy form to vote at the AGM and/or any adjournment thereof, the shareholder (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 AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines and (ii) 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.

RECORD DATE AND DIVIDEND PAYMENT DATE FOR FIRST AND FINAL ONE-TIER TAX-EXEMPT DIVIDEND

Subject to approval of shareholders of the Company being obtained for the first and final one-tier tax-exempt dividend of SGD0.0045 per ordinary share (the "**Dividend**") for the financial year ended 30 June 2022 at the Annual General Meeting, the Register of Members and Share Transfer Books of the Company will be closed on 2 November 2022 at 5.00 p.m. for the purpose of preparing dividend warrants.

Duly completed registrable transfers of shares received by the Company's Share Registrar, Tricor Barbinder Share Registration Services, at 80 Robinson Road, #02-00, Singapore 068898 up to 5.00 p.m. on 2 November 2022 will be registered to determine shareholders' entitlement to the Dividend. Shareholders whose securities accounts with The Central Depository (Pte) Limited are credited with shares as at 5.00 p.m. on 2 November 2022 will be entitled to the Dividend.

Payment of the Dividend, if approved by Shareholders at the Annual General Meeting of the Company, will be made on 11 November 2022.

*This Notice has been reviewed by the Company's sponsor, RHB Bank Berhad, through its Singapore branch (the "**Sponsor**") in accordance with Rule 226(2)(b) of the Catalist Rules. This Notice has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this presentation, including the correctness of any of the statements or opinions made or reports contained in this presentation. The contact person for the Sponsor is Mr Alvin Soh, Head, Corporate Finance, RHB Bank Berhad, Singapore branch, at 90 Cecil Street, #04-00 Singapore 069531, Telephone: +65 6320 0627.*