



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 6 October 2021. 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, 21 October 2021 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 2021 and the Auditor's Report thereon. **(Resolution 1)**
2. To declare a first and final one-tier tax-exempt dividend of S\$0.0023 per ordinary share for the financial year ended 30 June 2021. **(Resolution 2)**
3. To re-elect Dr Mok Kan Hwei, Paul, 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 Wong Hin Sun, Eugene, 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 2022. **(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, Chapter 50 of Singapore (the "**Act**") and Rule 806 of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") Listing Manual Section B: Rules of Catalist ("**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:

- (a) for the purposes of the Catalist Rules and the Act, the Directors be and are hereby authorised to exercise all the powers of the Company to purchase or acquire the issued and fully paid-up Shares of the Company representing not more than 10% of the total number of issued Shares of the Company (excluding Treasury Shares and subsidiary holdings, if any) as at the date of the AGM at which the proposed renewal of the Share Buyback Mandate is approved, unless the Company has at any time during the Relevant Period (as defined below) effected a reduction of its share capital in accordance with the applicable provisions of the Act, in which event the total number of issued Shares of the Company shall be the total number of issued Shares of the Company as altered, at such price(s) as may be determined by the Directors or a committee of Directors that may be constituted for the purposes of effecting purchases or acquisitions of Shares by the Company from time to time, up to the Maximum Price (as defined below), whether by way of:
 - (i) an on-market purchase transacted on the SGX-ST through or any other securities exchange on which the Shares may for the time being listed and quoted, through one or more duly licensed stockbrokers appointed by the Company for the purpose of the Share Buyback ("**Market Purchase**"); and/or
 - (ii) an off-market purchase (if effected otherwise than on a securities exchange) in accordance with an "equal access scheme" as defined in Section 76C of the Act ("**Off-Market Purchase**")

and otherwise in accordance with all other laws and regulations, including but not limited to, the provisions of the Act and the Catalist Rules as may for the time being be applicable, be and is hereby authorized and approved generally and unconditionally (the "**Share Buyback Mandate**");

- (b) purchases or acquisitions of Shares may be made, at any time and from time to time, by the Company on and from the date of the AGM at which the proposed renewal of Share Buyback Mandate is approved, up to:
 - (i) the conclusion of the next annual general meeting of the Company or the date by which such annual general meeting is held or required by law to be held;
 - (ii) the date on which the purchases or acquisitions of Shares by the Company pursuant to the Share Buyback Mandate are carried out to the full extent mandated; or
 - (iii) the date on which the authority conferred by the Share Buyback Mandate is varied or revoked by the Shareholders in a general meeting,

whichever the earliest ("**Relevant Period**").

(c) in this Resolution:

“Maximum Price”, in relation to a Share to be purchased or acquired, means the purchase price per Share (excluding related brokerage, commission, applicable goods and services tax, stamp duties, clearance fees and other related expenses) to be paid for a Share purchased or acquired pursuant to the Share Buyback Mandate will be determined by the Directors, provided that such purchase price must not exceed:

- (i) in the case of a Market Purchase, 105% of the Average Closing Price of the Shares (as defined below); and
- (ii) in the case of an Off-Market Purchase pursuant to an equal access scheme, 120% of the Average Closing Price of the Shares, where:

“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 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 Days 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; and

- (d) the Directors and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they and/or he may consider necessary, expedient, incidental or in the interests of the Company to give effect to the transactions contemplated and/or authorised by this Resolution 8. (See Explanatory Note 4)

BY ORDER OF THE BOARD

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

6 October 2021

Explanatory Notes:

1. Dr Mok Kan Hwei, Paul will, upon re-election, remain as Executive Director of the Company. The detailed information of Dr Mok can be found under “Board of Directors” and “Corporate Governance Report” in the Company’s Annual Report 2021.
2. Mr Wong Hin Sun, Eugene will, upon re-election, remain as the Lead Independent Director of the Company and continue to serve as Chairman of the Audit and Risk Management Committee and a member of the Remuneration Committee and Nominating Committee. He is considered independent for the purpose of Rule 704(7) of the Catalist Rules. Mr Wong 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 Wong can be found under “Board of Directors” and “Corporate Governance Report” in the Company’s Annual Report 2021.
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. Further details in relation to Resolution 8 can be found in the letter to Shareholders dated 6 October 2021 which is appended to the Notice of Annual General Meeting (“Appendix”). All capitalised terms used in Resolution 8 which are not defined herein shall have the same meanings ascribed to them in 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 2021, 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 6 October 2021 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/alliancehealthcare>. 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 by proxy at the AGM are set out in the Company's announcement dated 6 October 2021 which has been uploaded together with this Notice of AGM on SGXNet on the same day. The announcement and this Notice of AGM may also be accessed at the Company's website at <https://www.alliancehealthcare.com.sg/investor-relations/>.

A shareholder will be able to participate at the AGM by watching the AGM proceeding via a 'live' audio-visual webcast via mobile phones, tablets or computers or listening to the proceeding through a 'live' audio-only stream. In order to do so, 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/alliancehealthcare>, **no later than 2.30 p.m. on 18 October 2021**.

Shareholders who do not receive a confirmation email from the Company by 6.00 p.m. on 19 October 2021, 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 12.00 p.m. on 20 October 2021.

Investors who hold their shares through relevant intermediaries as defined in Section 181 of the Act (other than The Central Provident Fund and Supplementary Retirement Scheme) and who wish to participate in the AGM by (a) observing and/or listening the AGM proceeding through "live" audio-visual webcast; (b) submitting questions in advance of the AGM; and/or (c) appointing the Chairman of the AGM as proxy to attend, speak and vote on their behalf at the AGM, should 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 who pre-registers to watch the "live" audio-visual webcast or listen to the "live" audio-only stream may also submit questions relating to the resolutions to be tabled for approval at the AGM by **10.00 a.m. on 13 October 2021** via email to the Company at investor.relations@alliancehealthcare.com.sg or via <https://conveneagm.com/sg/alliancehealthcare>.

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/>.

Submission of Proxy Form

A shareholder will not be able to attend the AGM in person. If a shareholder wishes to exercise his/her/its voting rights at the AGM, he/she/it must appoint the Chairman of the AGM (the "Chairman") as his/her/its proxy to attend, speak and vote on his/her/its behalf at the AGM.

If a shareholder wishes to exercise his/her/its voting rights at the AGM, the proxy form appointing the Chairman must be submitted to the Company in the following manner **no later than 2.30 pm on 18 October 2021**:

- (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/alliancehealthcare>; 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 appointer 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 appointer, 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 appointer, 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.

Personal Data Privacy

Where a shareholder of the Company submits a proxy form appointing Chairman 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 S\$0.0023 per ordinary share (the "**Dividend**") for the financial year ended 30 June 2021 at the Annual General Meeting, the Register of Members and Share Transfer Books of the Company will be closed on 3 November 2021 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 2021 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 2021 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 2021.

*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.*