

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (“AGM”) of Alpha DX Group Limited (the “Company”) will be held by way of electronic means on Monday, 31 October 2022 at 2.00 p.m. to transact the following business:

AS ORDINARY BUSINESS

1. To receive and adopt the Directors’ Statement and the Audited Financial Statements of the Company for the financial year ended 31 December 2021 together with the Auditors’ Report thereon. **(Resolution 1)**
2. To re-elect Mr. Daiji Yamada, a Director of the Company retiring pursuant to Article 104 of the Constitution of the Company. (See Explanatory Note (i)) **(Resolution 2)**
3. To re-elect Mr. Yoshiyasu Naruse, a Director of the Company retiring pursuant to Article 104 of the Constitution of the Company. (See Explanatory Note (ii)) **(Resolution 3)**
4. To re-elect Mr. Poon Joe Keen, a Director of the Company retiring pursuant to Article 114 of the Constitution of the Company. (See Explanatory Note (iii)) **(Resolution 4)**
5. To re-elect Mr. Chan Kam Loon, a Director of the Company retiring pursuant to Article 114 of the Constitution of the Company. (See Explanatory Note (iv)) **(Resolution 5)**
6. To approve the payment of Directors’ fees of up to S\$200,000 for the financial year ending 31 December 2022, to be paid quarterly in arrears (FY2021: S\$270,000). **(Resolution 6)**
7. To re-appoint Messrs Nexia TS Public Accounting Corporation as the Auditor of the Company and to authorise the Directors of the Company to fix their remuneration. **(Resolution 7)**
8. To transact any other ordinary business which may properly be transacted at an AGM.

AS SPECIAL BUSINESS

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

9. Authority to issue shares in the capital of the Company

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

- (a) (i) issue shares in the Company (“shares”) whether by way of rights, bonus or otherwise; and/or
- (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) 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

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- (b) (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:

- (1) the aggregate number of shares (including shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) to be issued pursuant to this Resolution shall not exceed one hundred per cent (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 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) shall not exceed fifty per cent (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 subparagraph (2) below);
- (2) (subject to such calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (1) above, the percentage of issued shares shall be based on the total 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:
- (a) new shares arising from the conversion or exercise of the convertible securities;
 - (b) new shares arising from exercising share options or vesting of share awards provided that the share options or share awards (as the case may be) were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and
 - (c) any subsequent bonus issue, consolidation or subdivision of shares,

adjustments in accordance with (a) and (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;

- (3) 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
- (4) unless revoked or varied by the Company in a general meeting, such authority shall continue in force 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.

(See Explanatory Note (v))

(Resolution 8)

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10. Authority to allot and issue shares under the Alpha DX Group Performance Share Plan of the Company (“Performance Share Plan”)

That pursuant to Section 161 of the Companies Act, authority be and is hereby given to the Directors to:

- (a) offer and grant awards (“Awards”) in accordance with the provisions of the Performance Share Plan; and
- (b) allot and issue from time to time such number of ordinary shares in the capital of the Company (the “Award Shares”) as may be required to be allotted and issued pursuant to the vesting of the Awards under the Performance Share Plan,

provided always that the aggregate number of Award Shares to be allotted and issued pursuant to the Performance Share Plan, when added to the number of new ordinary shares issued and issuable in respect of all Awards granted thereunder, and all ordinary shares issued and issuable in respect of all options granted or awards granted under any other share incentive schemes or share plans adopted by the Company and for the time being in force shall not exceed fifteen per cent (15%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) of the Company on the day preceding the relevant date of Award. (See Explanatory Note (vi)) **(Resolution 9)**

11. Authority to issue shares under the Alpha DX Group Employee Share Option Scheme (“Scheme”)

That pursuant to Section 161 of the Companies Act, the Directors be hereby authorised and empowered to offer and grant options in accordance with the rules of the Scheme and to issue from time to time such number of shares in the capital of the Company as may be required to be issued pursuant to the exercise of options granted by the Company under the Scheme, whether granted during the subsistence of this authority or otherwise, provided always that the aggregate number of additional ordinary shares to be issued pursuant to the Scheme, when added to the number of shares issued and issuable in respect of such Scheme and other shares issued and/or issuable under other share-based incentive schemes of the Company, shall not exceed fifteen per cent (15%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company from time to time and that such authority shall, unless revoked or varied by the Company in a general meeting, continue in force 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. (See Explanatory Note (vii)) **(Resolution 10)**

By Order of the Board

Lim Kok Meng
Secretary
Singapore, 14 October 2022

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Explanatory Notes:

- (i) Mr. Daiji Yamada will, upon re-election as a Director of the Company, remain as Executive Director and Chief Executive Officer of the Company. Please refer to the sections entitled "Board of Directors" and "Corporate Governance Report" in the Annual Report for more information on Mr. Daiji Yamada.
- (ii) Mr. Yoshiyasu Naruse will, upon re-election as a Director of the Company, remain as Chairman, Non-Independent Non-Executive Director and a member of the Remuneration Committee ("RC") and Nominating Committee ("NC") of the Company. Please refer to the sections entitled "Board of Directors" and "Corporate Governance Report" in the Annual Report for more information on Mr. Yoshiyasu Naruse.
- (iii) Mr. Poon Joe Keen will, upon re-election as a Director of the Company, remain as Independent Non-Executive Director, Chairman of the RC and a member of the Audit Committee ("AC") of the Company. Please refer to the sections entitled "Board of Directors" and "Corporate Governance Report" in the Annual Report for more information on Mr. Poon Joe Keen.
- (iv) Mr. Chan Kam Loon will, upon re-election as a Director of the Company, remain as Independent Non-Executive Director, Chairman of the AC and a member of the NC of the Company. Please refer to the sections entitled "Board of Directors" and "Corporate Governance Report" in the Annual Report for more information on Mr. Chan Kam Loon.
- (v) The Ordinary Resolution (8), if passed, will empower the Directors 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 the 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 cent (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 cent (50%) may be issued other than on a pro-rata basis to 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 Ordinary Resolution is passed after adjusting for new shares arising from (i) the conversion or exercise of the convertible securities, (ii) the exercise of share options or the vesting of share awards and (iii) any subsequent bonus issue, consolidation or subdivision of shares. Adjustments with regards to (i) and (ii) 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.

- (vi) The Ordinary Resolution (9), if passed, will empower the Directors to grant Awards under the Performance Share Plan and to allot and issue Award Shares pursuant to the vesting of Awards under the Performance Share Plan and such other share incentive schemes or share plans adopted by the Company for the time being in force, provided that the aggregate number of ordinary shares to be issued shall not exceed fifteen per cent (15%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company on the day preceding the relevant date of Award.
- (vii) The Ordinary Resolution (10), if passed, will empower the Directors, effective 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 or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to issue shares in the Company pursuant to the exercise of options granted or to be granted under the Scheme up to a number not exceeding in aggregate, when added to the number of shares issued and issuable in respect of such Scheme and other shares issued and/or issuable under other share-based incentive schemes or share plans of the Company, fifteen per cent (15%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company from time to time.

Notes:

Access to documents or information relating to the AGM

All documents and information relating to the business of the AGM (including the Annual Report and the Proxy Form) may be assessed on the Company's website at <https://alpha-dx.com.sg> and is also available on the SGXNet at the URL: <https://www.sgx.com/securities/company-announcements>. Printed copies will **NOT** be sent to shareholders.

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Participation in the AGM via Webinar

1. 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 14 October 2022 which has been uploaded together with this Notice of AGM on SGXNet on the same day.
2. As a precautionary measure due to the current COVID-19 situation, the AGM to be held on 31 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.
3. 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.
4. For participation at the AGM, shareholders must pre-register at the pre-registration website at <https://globalmeeting.bigbangdesign.co/alpha-dx/> from 14 October 2022 until **2.00 p.m. on 25 October 2022** to enable the Company to verify their status as shareholders.
5. Following the verification, authenticated shareholders will receive an email by 2.00 p.m. on 27 October 2022. The email will contain login credentials and instructions to access the "live" audio-and-video webcast and the "live" audio feed of the AGM proceedings. Shareholders who do not receive an email by 27 October 2022, but have registered by 2.00 p.m. on 25 October 2022, should contact the Company's webcast vendor, Big Bang Design Pte Ltd, at webcast@bigbangdesign.co.
6. 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 (7) working days before the AGM.
7. 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 (7) working days before the AGM in order to make the necessary arrangements for them to participate in the AGM.

Submitting questions in advance of the AGM

1. Shareholders can submit questions relating to the resolutions to be tabled for approval at the AGM, in advance, via email to the Company at enquiries@alpha-dx.com.sg or in hard copy by sending personally or by post and lodging the same at the registered office of the Company. All questions must be submitted and received by the Company by no later than **2.00 p.m. on 21 October 2022**. The Company will endeavour to address substantial and relevant questions (as may be determined by the Company in its sole discretion) received by the above-stated timeline, after trading hours on 25 October 2022. Where substantially similar questions are received, the Company will consolidate such questions and consequently, not all questions may be individually addressed.
2. Any relevant and substantial questions received after 21 October 2022 prior to the AGM shall be addressed during the AGM. The Company will publish the minutes of the AGM, including substantial and relevant queries from shareholders addressed during the AGM, if any, on SGXNet and/or the Company's website within one month after the date of AGM.

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Submission of Proxy Form

1. 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.
2. 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.
3. 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:
 - (a) if submitted by post, be deposited at 80 Robinson Road #11-02, Singapore 068898; or
 - (b) if submitted electronically, be submitted via email to sg.is.proxy@sg.tricorglobal.com,in either case not less than forty-eight (48) hours before the time appointed for holding the AGM (i.e. no later than **2.00 p.m. on 29 October 2022**).
4. The shareholder may download the proxy form from SGXNet or on the Company's website at <https://alpha-dx.com.sg>.
5. 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.
6. 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.

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.