

NOTICE OF EXTRAORDINARY GENERAL MEETING



(Company Registration No. 200009059G)
(Incorporated in the Republic of Singapore)

Unless otherwise defined, all capitalised terms which are not defined herein shall bear the same meanings as used in the circular dated 13 March 2026 issued by mDR Limited (the "Circular").

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting ("**EGM**") of the Shareholders of mDR Limited (the "**Company**") will be held at Hilton Singapore Orchard, Tembusu meeting room (Level 5), Orchard Wing, 333 Orchard Road, Singapore 238867 on 31 March 2026 at 2 p.m. for the purposes of considering, and if thought fit, passing, with or without modifications, the following resolutions, which will be proposed as ordinary resolutions:

ORDINARY RESOLUTION 1 – THE RIGHTS CUM WARRANTS ISSUE

THAT:

Subject to the approval of Ordinary Resolution 2:

- (a) a renounceable non-underwritten Rights cum Warrants Issue by the Company of up to 1,450,183,780 new ordinary shares in the capital of the Company (the "**Rights Shares**") at an issue price of S\$0.045 per Rights Share, with up to 1,450,183,780 free detachable warrants (the "**Warrants**"), with each Warrant carrying the right to subscribe for one (1) new ordinary share in the capital of the Company (the "**Warrant Shares**") at the Exercise Price, on the basis of five (5) Rights Share for every three (3) existing Shares held by shareholders of the Company (the "**Shareholders**") and one (1) Warrant for every one (1) Rights Share subscribed as at the Record Date, fractional entitlements to be disregarded, be and is hereby approved;
- (b) the Board of Directors be and is hereby authorised to:
 - (i) create and issue:
 - (1) such number of Rights Shares as the Directors may determine up to a maximum of 1,450,183,780 Rights Shares at an issue price of S\$0.045 per Rights Share;
 - (2) such number of free detachable Warrants as the Directors may determine up to a maximum of 1,450,183,780 free Warrants to be issued together with the Rights Shares, each Warrant carrying the right to subscribe for one (1) Warrant Share at the Exercise Price of S\$0.045 for each Warrant Share during the period commencing on and including the date of issue of the Warrants and expiring on the day immediately preceding the fifth (5th) anniversary of the date of issue of the Warrants, on the basis of one (1) Warrant for every one (1) Rights Share validly subscribed for by the Entitled Shareholders as at the Record Date, fractional entitlements to be disregarded, subject to the terms and conditions of the Deed Poll constituting the Warrants to be executed by the Company on such terms and conditions as the Directors may deem fit;

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- (3) such further Warrants as may be required or permitted to be issued in accordance with the terms and conditions of the Deed Poll (any such further Warrants to rank *pari passu* with the Warrants and for all purposes to form part of the same series, save as may otherwise be provided in the terms and conditions of the Deed Poll);
- (ii) provisionally allot and issue up to 1,450,183,780 Rights Shares with up to 1,450,183,780 free detachable Warrants, at an issue price of S\$0.045 for each Rights Share, on the basis of five (5) Rights Share for every three (3) Shares held by the Shareholders and one (1) free Warrant for every one (1) Rights Share as at the Record Date, fractional entitlements to be disregarded, subscribed on the terms and conditions set out below and/or otherwise on such terms and conditions as the Directors may think fit:
- (1) the provisional allotments of the Rights Shares with Warrants under the Rights cum Warrants Issue shall be made on a renounceable basis to Shareholders whose names appear in the Register of Members of the Company or the records of The Central Depository (Pte) Limited (“CDP”) as at the Record Date and who have, at least three (3) Market Days prior thereto, provided to CDP or the share registrar of the Company (the “Share Registrar”), as the case may be, addresses in Singapore for the service of notices and documents;
 - (2) no provisional allotment of the Rights Shares with Warrants shall be made in favour of, and no application form or other documents in respect thereof shall be issued or sent to Shareholders with registered addresses outside Singapore as at the Record Date and who have not, at least three (3) Market Days prior thereto, provided to CDP or the Share Registrar, as the case may be, addresses in Singapore for the service of notices and documents (the “Foreign Shareholders”);
 - (3) the entitlements to the Rights Shares with Warrants which would otherwise accrue to Foreign Shareholders shall be disposed of or dealt with by the Company in such manner and on such terms and conditions as the Directors may, in their absolute discretion, deem fit in the interests of the Company;
 - (4) provisional allotments of the Rights Shares with Warrants not taken up or cannot be sold or are not sold on the Singapore Exchange Securities Trading Limited (“SGX-ST”) for any reason, or which represent fractional entitlements disregarded in accordance with the terms of the Rights cum Warrants Issue, shall be used to satisfy excess applications or otherwise dealt with in such manner as the Directors may, in their absolute discretion, deem fit in the interests of the Company;
 - (5) the Rights Shares when allotted and issued, will rank *pari passu* in all respects with the then existing Shares save for any dividends, rights, allotments or other distributions, the Record Date of which falls before the date of issue of the Rights Shares; and
 - (6) the Warrant Shares to be allotted and issued on exercise of the Warrants will rank *pari passu* in all respects with the then existing Shares save for any dividends, rights, allotments or other distributions, the Record Date for which falls on or after the date of issue of the Warrant Shares, save as may be otherwise provided in the Deed Poll;

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- (c) allot and issue, notwithstanding that the issue thereof may take place after the next or any ensuing annual or other general meeting of the Company:
- (i) a maximum of 1,450,183,780 Warrant Shares on the exercise of the Warrants, credited as fully paid, subject to and otherwise in accordance with the terms and conditions of the Deed Poll, such Warrant Shares (when issued and paid) to rank *pari passu* in all respects with the then existing Shares (save as may otherwise be provided in the terms and conditions of the Deed Poll) save for any dividends, rights, allotments or other distributions, the Record Date of which falls on or after the date of issue of the Warrant Shares; and
 - (ii) on the same basis as paragraph (c)(i) above, such further Warrant Shares as may be required to be allotted and issued on the exercise of any of the Warrants referred to in paragraph (b) above; and
- (d) the Directors be and are hereby authorised to take such steps, enter into all such transactions, arrangements and agreements and execute all such documents as may be advisable, necessary or expedient for the purposes of giving effect to the Rights cum Warrants Issue, with full power to assent to any condition, amendment, alteration, modification or variation as may be required by the relevant authorities or as such Directors or any of them may deem fit or expedient or to give effect to this Ordinary Resolution or the transactions contemplated pursuant to or in connection with the Rights cum Warrants Issue.

ORDINARY RESOLUTION 2 – THE WHITEWASH RESOLUTION

THAT:

Subject to the approval of Ordinary Resolution 1 and the satisfaction of all the conditions set out in the Securities Industry Council's ("SIC") letter dated 6 February 2026, the Shareholders of the Company (other than the Undertaking Shareholder, Ms. Zhang Yanmin (collectively, "LZ Group") and parties acting in concert with them ("Concert Parties")) do hereby, on a poll taken, unconditionally and irrevocably waive their rights to receive a mandatory general offer under Rule 14 of the Code from the LZ Group, in respect of all or any part of the Shares held by such Shareholders, in the event that their subscription of the Rights Shares and Warrant Shares arising from the exercise of the Warrants (including any excess Rights Shares subscribed for by the Undertaking Shareholder and the Warrant Shares acquired upon exercise of the excess Warrants subscribed for by the Undertaking Shareholder) under the Rights cum Warrants Issue results in them incurring an obligation to make a mandatory general offer pursuant to Rule 14 of the Code.

Voting Exclusion: The Company will, in accordance with the conditional waiver by the SIC, disregard any votes cast on this resolution by the LZ Group, their Concert Parties and any parties not independent of them. However, the Company need not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

BY ORDER OF THE BOARD

Madan Mohan
Company Secretary

Singapore, 13 March 2026

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Notes:

- (1) The EGM is being convened and will be held physically at Hilton Singapore Orchard, Tembusu meeting room (Level 5), Orchard Wing, 333 Orchard Road, Singapore 238867 on 31 March 2026 at 2 p.m.. **There will be no option for Shareholders to participate virtually.** Printed copies of this notice will be sent to members. This notice can also be accessed via the Company's website at the URL <http://www.m-dr.com/meetings> and will also be made available on the SGX-ST's website at the URL <https://www.sgx.com/securities/company-announcements>.
- (2)
 - (a) A member of the Company entitled to attend and vote at the EGM and who is not a relevant intermediary may appoint not more than two (2) proxies to attend, speak and vote in his stead. Where such member's instrument appointing a proxy(ies) appoints more than one (1) proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the instrument.
 - (b) A shareholder of the Company entitled to attend and vote at the EGM and who is a relevant intermediary may appoint more than two (2) proxies to attend, speak and vote in his stead provided that each proxy is appointed to exercise the rights attached to different shares held by such Shareholder. Where such member's instrument appointing a proxy(ies) appoints more than two (2) proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the instrument.

"Relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act 1967 of Singapore.
- (3) A member who wishes to appoint a proxy(ies) must complete the instrument appointing a proxy(ies), before submitting it in the manner set out below.
- (4) A proxy need not be a member of the Company. A member may choose to appoint the Chairman of the meeting as his/her/its proxy.
- (5) duly completed instrument appointing a proxy(ies) must be submitted to the Company in the following manner:
 - (a) if submitted personally or sent by post, must be deposited at the registered office of the Company at mDR Limited, 53 Ubi Crescent, Singapore 408594, Attn. Company Secretary; or
 - (b) if sent electronically, be submitted via email to the Company at corporateaffairs@m-dr.com,in either case, by no later than 2 p.m. on 28 March 2026, being 72 hours before the time fixed for the EGM.
- (6) CPF and SRS investors:
 - (a) may vote at the EGM if they are appointed as proxies by their respective CPF Agent Banks or SRS Operators, and should contact their respective CPF Agent Banks or SRS Operators if they have any queries regarding their appointment as proxies; or
 - (b) may appoint the Chairman of the meeting as proxy to vote on their behalf at the EGM, in which case they should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 5 p.m. on 19 March 2026, being at least seven working days before the date of the EGM.
- (7) **Submission of Questions:** Members may also submit questions related to the resolutions to be tabled for approval at the EGM. To do so, all questions must be submitted in either case below by 5 p.m. on 20 March 2026 in the following manner:
 - (a) by post to the registered office of the Company at mDR Limited, 53 Ubi Crescent, Singapore 408594, Attn. Company Secretary; or
 - (b) by email to corporateaffairs@m-dr.com.

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When submitting questions by post or via email, members should also provide the following details: (i) the member's full name; (ii) the member's address; (iii) the number of shares held; and (iv) the manner in which the member holds Shares in the Company (e.g. via CDP, CPF/SRS, and/or scrip), for verification purposes.

- (8) The Company will address all substantial and relevant questions received by the prescribed deadline in paragraph 7 above by publishing its responses to such questions on SGX-ST's website at the URL <https://www.sgx.com/securities/company-announcements> and the Company's website at the URL <http://www.m-dr.com/meetings> at least 48 hours prior to the closing date and time for the lodgement/receipt of instruments appointing a proxy(ies). For substantial and relevant questions received after the prescribed deadline, the Company will address them together with the questions received at the EGM, at the EGM itself. Where substantially similar questions are received, the Company will consolidate such questions and consequently not all questions may be individually addressed.
- (9) Members, including CPF and SRS investors, and (where applicable) duly appointed proxies and representatives can also ask the Chairman of the meeting substantial and relevant questions related to the resolutions to be tabled for approval at the EGM, at the EGM itself.
- (10) **Personal Data Privacy:** By submitting the instrument appointing a proxy(ies) to attend, speak and vote at the EGM and/or any adjournment thereof or submitting any question prior to the EGM in accordance with this notice, a member of the Company:
- (a) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the following purposes (collectively, the "**Purposes**"):
 - (i) processing, administration and analysis by the Company (or its agents or service providers) of proxy(ies) and representative(s) appointed for the EGM (including any adjournment thereof);
 - (ii) addressing substantial and relevant questions from members received before the EGM and if necessary, following up with the relevant members in relation to such questions;
 - (iii) preparation and compilation of the attendance lists, proxy lists, minutes (including questions and answers) and other documents relating to the EGM (including any adjournment thereof); and
 - (iv) enabling the Company (or its agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines;
 - (b) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the member 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 or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes;
 - (c) agrees to provide the Company with written evidence of such prior consent upon reasonable request; and
 - (d) agrees to indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.