

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 25 September 2024 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 Tembusu I, Level 5, Orchard Wing, Hilton Singapore Orchard, 333 Orchard Road, Singapore 238867 on 18 October 2024 at 2:30 p.m. for the purposes of considering, and if thought fit, passing, with or without modifications, the following resolution as a special resolution:

SPECIAL RESOLUTION - THE PROPOSED CAPITAL REDUCTION

THAT:

Pursuant to Regulation 65 of the Constitution of the Company, and Section 78A read with Section 78C of the Companies Act:

- (a) the issued and paid-up share capital of the Company be reduced by the cancellation of the share capital of the Company that has been lost or is unrepresented by available assets to the extent of S\$27,397,446;
- (b) the Directors or any of them be and are hereby authorised to do and complete any and all such acts and things for and on behalf of the Company or the Group, including without limitation, to sign, seal, execute and deliver all such documents and deeds, and to negotiate, review, finalise, approve any amendments, alteration or modification to any such documents, as may be required and/or as they or he may consider necessary, desirable, expedient or in the interest of the Company or the Group to give full effect to this Special Resolution and the Proposed Capital Reduction; and
- (c) any acts, matters and things done or performed, and/or documents signed, executed, sealed or delivered by any Director on behalf of the Company in connection with the Proposed Capital Reduction prior to the date of the EGM be and are hereby approved, ratified and confirmed.

BY ORDER OF THE BOARD

Madan Mohan
Company Secretary

Singapore
25 September 2024

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Notes:

- (1) The EGM is being convened and will be held physically at Tembusu I, Level 5, Orchard Wing, Hilton Singapore Orchard, 333 Orchard Road, Singapore 238867 on 18 October 2024 at 2:30 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 member 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.
- (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) The 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 2:30 p.m. on 15 October 2024, 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 5:00 p.m. on 8 October 2024.

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- (7) **Submission of Questions:** Members may also submit questions related to the resolution to be tabled for approval at the EGM. To do so, all questions must be submitted in either case below by 5:00 p.m. on 3 October 2024 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.

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.