



ISEC HEALTHCARE LTD.
(Company Registration No. 201400185H)
(Incorporated in the Republic of Singapore)
NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of **ISEC HEALTHCARE LTD.** will be convened and held by electronic means on Wednesday, 21 April 2021 at 10.00 a.m. to transact the following business:

ORDINARY BUSINESS

- To receive and adopt the Directors' Statement and the Audited Financial Statements for the financial year ended 31 December 2020 together with the Independent Auditor's Report thereon. **(Resolution 1)**
- To declare a final tax exempt (one-tier) dividend of 0.80 Singapore cents per ordinary share for the financial year ended 31 December 2020 (FY2019: Final tax exempt (one-tier) dividend of 0.50 Singapore cents per ordinary share). **(Resolution 2)**
[See Explanatory Note (i)]
- To note that Mr Sitoh Yih Pin will be retiring pursuant to Article 114 of the Constitution of the Company and he will not be seeking re-election at this Annual General Meeting. **(Resolution 3)**
[See Explanatory Note (ii)]
- To re-elect Dr Lee Hung Ming who is retiring pursuant to Article 114 of the Constitution of the Company, and who has, being eligible, offered himself for re-election as a Director. **(Resolution 4)**
[See Explanatory Note (iii)]
- To approve the payment of Directors' fees amounting to S\$120,000 for the financial year ending 31 December 2021, payable quarterly in arrears. (FY2020: S\$150,000). **(Resolution 5)**
- To re-appoint Ernst & Young LLP as the Independent Auditors of the Company for the ensuing year and to authorise the Directors of the Company to fix their remuneration. **(Resolution 6)**
- To transact any other ordinary business which may properly be transacted at an Annual General Meeting. **(Resolution 7)**

AS SPECIAL BUSINESS

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

8. Authority to allot and issue shares

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 (the "SGX-ST") Listing Manual Section B: Rules of Catalyst (the "Catalist Rules"), the Directors of the Company be authorised and empowered to:

- allot and issue shares in the capital of the Company ("Shares") whether by way of rights, bonus or otherwise; and/or
- 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 of the Company may in their absolute discretion deem fit; and

- (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 of the Company while this Resolution was in force, provided that:

- 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 centum (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 (including Shares to be issued in pursuance of the Instruments made or granted pursuant to this Resolution) to be issued other than on a pro rata basis to shareholders of the Company shall not exceed fifty per centum (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 (2) below);
- (subject to such manner of 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 total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company 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:
 - new Shares arising from the conversion or exercise of any convertible securities;
 - new Shares arising from the exercising of share options or vesting of share awards; and
 - any subsequent bonus issue, consolidation or subdivision of shares;
 and, in sub-paragraph (1) above and this sub-paragraph (2), "subsidiary holdings" has the meaning given to it in the Catalyst Rules; Adjustments in accordance with sub-paragraph (2)(a) or (2)(b) 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.

- in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Catalyst Rules for the time being in force (unless such compliance has been waived by the SGX-ST), the Act and the Constitution, for the time being, of the Company; and
- unless revoked or varied by the Company in a general meeting, such authority shall continue in force until the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required by law to be held, whichever is earlier.

[See Explanatory Note (iv)] **(Resolution 6)**

- Authority to issue Shares under the ISEC Healthcare Share Option Scheme (the "Share Option Scheme")**
That pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore, the Directors of the Company be authorised to offer and grant options in accordance with the provisions of the Share Option Scheme and to allot and issue from time to time such number of Shares in the capital of the Company as may be required to be allotted and issued pursuant to the exercise of options under the Share Option Scheme, provided always that the aggregate number of new Shares to be allotted and issued pursuant to the Share Option Scheme, when added to the aggregate number of Shares issued and issuable in respect of all options granted under the Share Option Scheme and any other share option, share incentive, performance share or restricted share plan implemented by the Company, shall not exceed 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 date of grant of the option, as determined in accordance with the provisions of the Share Option Scheme. Such authority shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required by law to be held, whichever is earlier.

[See Explanatory Note (v)] **(Resolution 7)**

- Authority to issue Shares under the ISEC Healthcare Performance Share Plan (the "Performance Share Plan")**
That pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore, the Directors of the Company be authorised and empowered to grant awards in accordance with the provisions of the Performance Share Plan and to allot and issue from time to time, such number of Shares in the capital of the Company as may be required to be allotted and issued pursuant to the vesting of awards under the Performance Share Plan, provided always that the aggregate number of Shares issued and issuable in respect of all awards granted under the Performance Share Plan, when added to all Shares issued and issuable in respect of the ISEC Healthcare Share Option Scheme and any other share scheme implemented by the Company for the time being in force, shall not exceed fifteen per centum (15%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) of the Company on the day preceding the date of grant of the award. Such authority shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required by law to be held, whichever is earlier.

[See Explanatory Note (vi)] **(Resolution 8)**

- Proposed Renewal of the Share Buyback Mandate**
That

- for the purposes of Sections 76C and 76E of the Companies Act, Chapter 50 of Singapore (the "Act"), the Directors of the Company be and are hereby authorised to exercise all the powers of the Company to purchase or otherwise acquire Shares not exceeding in aggregate the Prescribed Limit (as hereinafter defined), at such price(s) as may be determined by the Directors of the Company from time to time up to the Maximum Price (as hereinafter defined), whether by way of:
 - market purchases transacted on Catalyst through the ready market, and which may be transacted through one or more duly licensed stockbrokers appointed by the Company for the purpose of the share buyback ("Market Purchases"); and/or
 - off-market purchases effected pursuant to 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 Company's Constitution, the provisions of the Act and the Catalyst Rules as may for the time being be applicable (the "Share Buyback Mandate");

- any Share that is purchased or otherwise acquired by the Company pursuant to the Share Buyback Mandate shall, at the discretion of the Directors of the Company, either be cancelled or held in treasury and dealt with in accordance with the Act;

- unless varied or revoked by the Company in general meeting, the authority conferred on the Directors of the Company pursuant to the Share Buyback Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the passing of this Resolution and expiring on the earlier of:
 - the date on which the next AGM of the Company is held or is required by law to be held;
 - the date on which the purchases or acquisitions of the shares pursuant to the Share Buyback Mandate is carried out to the full extent mandated; or
 - the date on which the authority conferred in the Share Buyback Mandate is varied or revoked by the shareholders in a general meeting,
 whichever is the earliest ("Relevant Period").

- for purposes of this Resolution:

"Prescribed Limit" means 10% of the total number of issued ordinary shares of the Company ("Shares") as at the date of passing of this Resolution unless the Company has, at any time during the Relevant Period, effected a reduction of the share capital of the Company in accordance with the applicable provisions of the Act, in which event the total number of Shares shall be taken to be the total number of Shares as altered (excluding any treasury shares and subsidiary holdings that may be held by the Company from time to time); and

"Maximum Price" in relation to a Share to be purchased, means the purchase price (excluding brokerage, stamp duties, commission, applicable goods and services tax and other related expenses) not exceeding:

 - in the case of a Market Purchase, 105% of the Average Closing Price; and
 - in the case of an Off-Market Purchase pursuant to an equal access scheme, 120% of the Average Closing Price,
 where:
 - "Average Closing Price" means the average of the closing market prices of a Share over the last five market days, on which transactions in the Shares were recorded, before the day on which the purchase or acquisition of Shares was made, or as the case may be, the day of the making of the offer pursuant to the Off-Market Purchase, and deemed to be adjusted for any corporate action that occurs during the relevant five (5)-day period and the day on which the purchases are made;
 - "day of the making of the offer" means the day on which the Company announces its intention to make an offer for an Off-Market Purchase, stating the purchase price (which shall not be more than the Maximum Price) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase; and
 - "market day" means a day on which the SGX-ST is open for trading in securities.

- any of the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including without limitation, to execute all such documents as may be required and to approve any amendments, alterations or modifications to any documents), as they or he may consider desirable, expedient or necessary to give effect to the transactions contemplated by this Resolution. **(Resolution 9)**

[See Explanatory Note (vii)]

By Order of the Board
Ngiam May Ling
Company Secretary
Singapore,
6 April 2021

Explanatory Notes:

- For the financial year ended 31 December 2019, the Company paid an interim tax exempt (one-tier) dividend of 0.30 Singapore cents per ordinary share and a final tax exempt (one-tier) dividend of 0.50 Singapore cents per ordinary share. For the financial year ended 31 December 2020, the Company will be paying a final tax exempt (one-tier) dividend of 0.80 Singapore cents per ordinary share, if approved by the members at this Annual General Meeting.

- Upon the retirement of Mr Sitoh Yih Pin as an Independent Director of the Company at the conclusion of this Annual General Meeting, Mr Sitoh Yih Pin will concurrently cease to be the Chairman of the Board and the Audit Committee and a member of the Remuneration and Nominating Committees.

- Resolution 3 is for the re-election of Dr Lee Hung Ming, a Director of the Company who retire by rotation at this AGM. For more information on Dr Lee Hung Ming, please refer to the "Board of Directors" section in this Annual Report 2020.

- Dr Lee Hung Ming, will upon re-election as a Director of the Company, remain as the Executive Vice-Chairman.

- The Ordinary Resolution 6, if passed, will empower the Directors of the Company, effective until the conclusion of the next annual general meeting of the Company, or the date by which the next annual general meeting 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 allot and 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 centum (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 centum (50%) may be issued other than on a pro-rata basis to shareholders.

- For determining the aggregate number of Shares that may be issued, the percentage of issued Shares (excluding treasury shares and subsidiary holdings) 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 Ordinary Resolution 6 is passed after adjusting for new Shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards and any subsequent bonus issue, consolidation or subdivision of shares. These adjustments 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.

- The Ordinary Resolution 7, if passed, will empower the Directors of the Company to issue Shares up to an amount in aggregate not exceeding fifteen per centum (15%) of the issued share capital (excluding treasury shares and subsidiary holdings) of the Company pursuant to the Share Option Scheme, and such other share-based incentive scheme or share plan, on the date preceding the date of the relevant grant. This authority is in addition to the general authority to issue Shares sought under Ordinary Resolution 6.

- The Ordinary Resolution 8, if passed, will empower the Directors of the Company, effective until the conclusion of the next annual general meeting of the Company, or the date by which the next annual general meeting 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 grant awards under the Performance Share Plan in accordance with the provisions of the Performance Share Plan and to allot and issue from time to time, such number of fully-paid Shares as may be required to be issued pursuant to the vesting of the awards under the Performance Share Plan subject to the maximum number of Shares prescribed under the terms and conditions of the Performance Share Plan.

- The aggregate number of Shares which may be allotted and issued pursuant to the Performance Share Plan and under any other share incentive scheme or share plan adopted by the Company for the time being in force, is limited to fifteen per centum (15%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) of the Company on the day preceding the date of grant of the option and/or award. This authority is in addition to the general authority to issue Shares sought under Ordinary Resolution 6.

- The Ordinary Resolution 9, if passed, will empower the Directors of the Company, effective period commencing from the date on which the ordinary resolution in relation to the proposed renewal of the Share Buyback Mandate is passed in a general meeting and expiring on the earliest of the date on which the next Annual General Meeting is held or is required by law to be held, the date the said mandate is revoked or varied by the Company in a general meeting, or the date on which the purchases of shares pursuant to the Share Buyback Mandate are carried out to the full extent mandated, to repurchase ordinary shares of the Company by way of market purchases or off-market purchases of up to ten per cent (10%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the Maximum Price as defined in this Notice of Annual General Meeting.

- The rationale for, the authority and limitation on, the sources of funds to be used for the purchase or acquisition including the amount of financing and the financial effects of the purchase or acquisition of ordinary shares by the Company pursuant to the Share Buyback Mandate on the audited consolidated financial statements of the Group for the financial year ended 31 December 2020 are set out in greater detail in the Addendum to this Annual Report 2020.

Important Notes:

- Shareholders should refer to a separate announcement made on 6 April 2021 – Annual General Meeting to be held on 21 April 2021, for details on the alternative arrangements which have been put in place for the AGM, specifically on "live" webcast and "live" audio feed, submission of questions in advance and proxy voting. Key dates/deadlines are also set out in the separate announcement.**

2. ALTERNATIVE ARRANGEMENTS

The following are the alternative arrangements which have been put in place for the AGM:

- "Live" webcast and "live" audio feed
The Company's Chairman, Mr Sitoh Yih Pin and the Company's Chief Executive Officer, Dr Wong Jun Shyan will conduct the proceedings of the AGM by way of electronic means. Shareholders will be able to watch these proceedings through a "live" webcast via their mobile phones, tablets or computers or listen to these proceedings through a "live" audio feed via telephone. In order to do so, shareholders must follow these steps:
 - Shareholders who wish to watch the "live" webcast or listen to the "live" audio feed must pre-register from now till 10.00 a.m. on 16 April 2021 ("Registration Deadline"), at the URL <https://bit.ly/ISECAGM2021>.

- Following the authentication of the shareholders' status as shareholders, authenticated shareholders will receive email instructions on how to access the webcast and audio feed of the AGM proceedings by 10.00 a.m. on 20 April 2021 (the "Confirmation Email").

- Shareholders who register by the Registration Deadline but do not receive the Confirmation Email by 10.00 a.m. on 20 April 2021 should contact the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte Ltd, by telephone at 6536 5355 during Monday to Friday, from 8.30 a.m. to 5.30 p.m. or by email to srs.teamb@boardroomlimited.com.

- Submission of questions in advance
Shareholders may also submit questions related to the resolutions to be tabled for approval at the AGM:
 - All questions must be submitted by 10.00 a.m. on 16 April 2021:
 - via the pre-registration website at the URL <https://bit.ly/ISECAGM2021>; or
 - in hard copy by sending personally or by post and lodging the same at the registered office of the Company at 101 Thomson Road, #09-04 United Square, Singapore 307591; or
 - by email to isec.agm@gmail.com.

- In view of the current COVID-19 situation and the related safe distancing measures which may make it difficult for shareholders to submit questions by post, shareholders are strongly encouraged to submit questions electronically via the pre-registration website or by email.**

- Shareholders will need to identify themselves when posing questions by email or by mail by providing the following details:
 - the shareholder's full name as it appears on his/her/its CDP/SRS share records;
 - the shareholder's NRIC/Passport/UEN number;
 - the shareholder's contact number and email address; and
 - the manner in which the shareholder holds his/her/its shares in the Company (e.g. via CDP or SRS).

- Please note that the Company will not be able to answer questions from persons who provide insufficient details to enable the Company to verify his/her/its shareholder status.

- The Company will address substantial and relevant questions relating to the resolutions to be tabled for approval at the AGM as received from shareholders either before or during the AGM.

- The Company will, within one month after the date of the AGM, publish the minutes of the AGM on SGXNet and the Company's website, and the minutes will include the responses to the questions referred to above.

- Please note that shareholders will not be able to ask questions at the AGM "live" during the webcast and the audio feed, and therefore it is important for shareholders to submit their questions in advance of the AGM.

- Proxy voting
Shareholders will not be able to vote online on the resolutions to be tabled for approval at the AGM.

- Instead, if shareholders (whether individual or corporate) wish to exercise their votes, they must submit a proxy form to appoint the Chairman of the AGM to vote on their behalf:
 - Shareholders (whether individual or corporate) appointing the Chairman of the AGM as proxy must give specific instructions as to his manner of voting, or abstentions from voting, in the proxy form, failing which the appointment will be treated as invalid.

- The proxy form can be submitted to the Company in hard copy form or by email:
 - in hard copy and sent personally or by post, the proxy form must be deposited at the office of the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623; or
 - if by email, the proxy form must be received by the Company at isec.agm@gmail.com.

- In either case, not less than 48 hours before the time for holding the AGM.

- In view of the COVID-19 restrictions orders in Singapore which may make it difficult for shareholders to submit completed Proxy Forms by post, shareholders are strongly encouraged to submit completed Proxy Forms electronically via email.**

- Persons holding shares through the Supplementary Retirement Scheme ("SRS") ("SRS investors") who wish to participate in the AGM by (i) observing and/or listening to the AGM proceedings via "live" webcast or "live" audio feed; and (ii) submitting questions in advance of the AGM, should follow the steps for pre-registration and pre-submission of questions set out under paragraphs 2(a) and (b) above. However, SRS investors who wish to appoint the Chairman of the AGM as proxy to attend, speak and vote on their behalf should approach their respective SRS Operators by 10.00 a.m. on 12 April 2021 to submit their voting instructions.

- Investors holding shares through relevant intermediaries as defined in Section 181 of the Companies Act, Chapter 50 of Singapore (other than SRS investors) who wish to participate in the AGM by (i) observing and/or listening to the AGM proceedings via "live" webcast or "live" audio feed; (ii) submitting questions in advance of the AGM; and/or (iii) appointing the Chairman as proxy to attend, speak and vote on their behalf at the AGM, should contact the relevant intermediary through which they hold such shares as soon as possible in order to make the necessary arrangements for them to participate in the AGM.

- Shareholders who had submitted their proxy forms, but did not appoint the Chairman of the AGM as their proxy and indicate how they wish to vote on each resolution, before or on the date of this announcement are required to re-submit their proxy forms to appoint the Chairman of the AGM as their proxy and indicate their votes for the respective resolutions. The resubmitted proxy forms shall supersede any proxy forms submitted earlier.

3. KEY DATES/DEADLINES

In summary, the key dates/deadlines which shareholders should take note of are set out in the table below:

Key dates	Actions
6 April 2021 (immediately upon the release of this notice)	Shareholders may begin to pre-register at https://bit.ly/ISECAGM2021 for "live" webcast and "live" audio feed of the AGM proceedings.
10.00 a.m. on 12 April 2021	Deadline for SRS investors who wish to appoint the Chairman of the AGM as proxy to approach their respective SRS Operators to submit their votes.
10.00 a.m. on 16 April 2021	Deadline for shareholders to submit questions in advance using the pre-registration form, by post or by email.
10.00 a.m. on 16 April 2021	Deadline for shareholders to pre-register for the "live" webcast or "live" audio feed of the AGM proceedings.
10.00 a.m. on 19 April 2021	Deadline for shareholders to submit proxy form.
10.00 a.m. on 20 April 2021	Authenticated shareholders will receive an email which will contain user ID and password details, as well as the link to access the "live" webcast and a toll-free telephone number to access the "live" audio feed of the AGM proceedings (the "Confirmation Email"). Shareholders who register by 10.00 a.m. on 16 April 2021 but do not receive the Confirmation Email by 10.00 a.m. on 20 April 2021, should contact the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte Ltd by telephone at 6536 5355 during Monday to Friday, from 8.30 a.m. to 5.30 p.m. or by email to srs.teamb@boardroomlimited.com .
Time and date of AGM – 10.00 a.m. on 21 April 2021	<ul style="list-style-type: none"> Click on the link in the Confirmation Email and enter the user ID and password to access the "live" webcast of the AGM proceedings; or Call the toll-free telephone number in the Confirmation Email to access the "live" audio feed of the AGM proceedings.

- The Annual General Meeting is being convened, and 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. The printed copies of the Annual Report 2020 will be sent to shareholders. In addition, this Notice of Annual General Meeting, the Proxy Form and the Annual Report 2020 may be accessed at the Company's website at the URL <http://www.isechealthcare.com>, and will also be made available on SGXNet at the URL <https://www.sgx.com/securities/company-announcements>.

- Alternative arrangements relating to attendance at the Annual General Meeting of the Company by electronic means (including arrangements by which the meeting may be electronically accessed via live audio-visual webcast or live audio-only stream), submission of questions to the Chairman of the Meeting in advance of the Annual General Meeting, addressing of substantial and relevant questions at the Annual General Meeting and voting by appointing the Chairman of the Meeting as proxy at the Annual General Meeting, are set out in the Company's accompanying announcement dated 6 April 2021. This announcement may be accessed at the Company's website at the URL <http://www.isechealthcare.com>, and will also be made available on SGXNet at the URL <https://www.sgx.com/securities/company-announcements>.

- Due to the current COVID-19 situation in Singapore, a member will not be able to attend the Annual General Meeting in person. A member (whether individual or corporate) who wishes to exercise his/her/its voting rights at the Annual General Meeting must appoint the Chairman of the Meeting as his/her/its proxy to attend, speak and vote on his/her/its behalf at the Annual General Meeting.** The Proxy Form may be accessed at the Company's website at the URL <http://www.isechealthcare.com>, and will also be made available on SGXNet at the URL <https://www.sgx.com/securities/company-announcements>.

- Where a member (whether individual or corporate) appoints the Chairman of the Meeting as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the Proxy Form, failing which the appointment of the Chairman of the Meeting as proxy for that resolution will be treated as invalid.

- Persons who hold shares in the Company through relevant intermediaries (as defined in section 181 of the Companies Act, Chapter 50), including SRS investors, and who wish to participate in the Annual General Meeting by:
 - observing and/or listening to the Annual General Meeting proceedings via live audio-visual webcast or live audio-only stream;
 - submitting questions in advance of the Annual General Meeting; and/or
 - appointing the Chairman of the Meeting as proxy to attend, speak and vote on their behalf at the Annual General Meeting,
 should contact the relevant intermediary (which would include, in the case of SRS investors, their respective SRS Operators) through which they hold such shares as soon as possible in order for the necessary arrangements to be made for their participation in the Annual General Meeting.

- SRS investors who wish to appoint the Chairman of the Meeting as proxy should approach their respective SRS Operators by 10.00 a.m. on 12 April 2021 to submit their votes.

- The Chairman of the Meeting, as proxy, need not be a member of the Company.

- The Proxy Form appointing the Chairman of the Meeting as proxy must be submitted to the Company in the following manner:
 - if submitted by post, be deposited at the office of the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623; or
 - if submitted electronically, be submitted via email to isec.agm@gmail.com.

- In either case by 10.00 a.m. on 19 April 2021, being 48 hours before the time appointed for holding the Annual General Meeting. A member who wishes to submit the Proxy Form must first download, complete and sign the Proxy Form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.

- In view of the current COVID-19 situation in Singapore, members are strongly encouraged to submit completed Proxy Forms electronically via email.**

Personal Data Privacy:

By submitting a Proxy Form appointing the Chairman of the Meeting as proxy to attend, speak and vote at the Annual General Meeting and/or any adjournment thereof, a member of the Company consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of the appointment of the Chairman of the Meeting as proxy for the Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines.

- The Ordinary Resolution 8, if passed, will empower the Directors of the Company, effective until the conclusion of the next annual general meeting of the Company, or the date by which the next annual general meeting 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 grant awards under the Performance Share Plan in accordance with the provisions of the Performance Share Plan and to allot and issue from time to time, such number of fully-paid Shares as may be required to be issued pursuant to the vesting of the awards under the Performance Share Plan subject to the maximum number of Shares prescribed under the terms and conditions of the Performance Share Plan.

- The aggregate number of Shares which may be allotted and issued pursuant to the Performance Share Plan and under any other share incentive scheme or share plan adopted by the Company for the time being in force, is limited to fifteen per centum (15%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) of the Company on the day preceding the date of grant of the option and/or award. This authority is in addition to the general authority to issue Shares sought under Ordinary Resolution 6.

- The Ordinary Resolution 9, if passed, will empower the Directors of the Company, effective period commencing from the date on which the ordinary resolution in relation to the proposed renewal of the Share Buyback Mandate is passed in a general meeting and expiring on the earliest of the date on which the next Annual General Meeting is held or is required by law to be held, the date the said mandate is revoked or varied by the Company in a general meeting, or the date on which the purchases of shares pursuant to the Share Buyback Mandate are carried out to the full extent mandated, to repurchase ordinary shares of the Company by way of market purchases or off-market purchases of up to ten per cent (10%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the Maximum Price as defined in this Notice of Annual General Meeting.

- The rationale for, the authority and limitation on, the sources of funds to be used for the purchase or acquisition including the amount of financing and the financial effects of the purchase or acquisition of ordinary shares by the Company pursuant to the Share Buyback Mandate on the audited consolidated financial statements of the Group for the financial year ended 31 December 2020 are set out in greater detail in the Addendum to this Annual Report 2020.

Important Notes:

- Shareholders should refer to a separate announcement made on 6 April 2021 – Annual General Meeting to be held on 21 April 2021, for details on the alternative arrangements which have been put in place for the AGM, specifically on "live" webcast and "live" audio feed, submission of questions in advance and proxy voting. Key dates/deadlines are also set out in the separate announcement.**

2. ALTERNATIVE ARRANGEMENTS

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