



HEALTHCARE

ISEC HEALTHCARE LTD.

(Company Registration Number 201400185H)
(Incorporated in the Republic of Singapore)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (“EGM”) of ISEC Healthcare Ltd. (“Company” and together with its subsidiaries, the “Group”) will be held at Hotel Royal, 36 Newton Road, Singapore 307964 on Friday, 19 April 2024 at 10.30 a.m. (or immediately after the conclusion of the annual general meeting of the Company) for the purpose of considering and, if thought fit, passing with or without amendments, the following resolutions as set out below (“Notice”).

All capitalised used in this Notice which are not defined herein shall have the meanings ascribed to them in the accompanying circular dated 28 March 2024 to shareholders of the Company (“Circular”).

ORDINARY RESOLUTION 1: THE PROPOSED ACQUISITION

RESOLVED THAT:

- (a) the Proposed Acquisition as described in Section 2 of the Circular be and is hereby approved; and
- (b) the Directors of the Company and/or any of them be and are hereby authorised and empowered to complete and do all such acts and things, and to approve, modify, ratify and execute all such documents, acts and things as they and/or he may consider, desirable, necessary or expedient to give effect to the abovementioned resolution.

ORDINARY RESOLUTION 2: THE PROPOSED ADOPTION OF THE ISEC HEALTHCARE SHARE OPTION SCHEME

RESOLVED THAT:

- (a) the share option scheme to be known as the ISEC Healthcare Share Option Scheme (the “2024 ESOS”), the details and rules of which have been set out in the Circular, be and is hereby approved and adopted substantially in the form set out in the rules of the 2024 ESOS; and
- (b) the Directors of the Company be and are hereby authorised and empowered:
 - (i) to establish and administer the 2024 ESOS;
 - (ii) to modify and/or amend the 2024 ESOS from time to time provided that such modification and/or amendment is effected in accordance with the rules of the 2024 ESOS and to do all such acts and to enter into such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the 2024 ESOS;
 - (iii) to offer and grant options (“Options”) in accordance with the rules of the 2024 ESOS (as may be modified from time to time) and to allot and issue and/or transfer from time to time such number of shares in the capital of the Company (“Shares”) as may be required to be issued and/or transferred pursuant to the exercise of Options, provided that the total number of Shares over which new Options may be granted on any date, when added to (i) the total number of new Shares allotted and issued and/or to be allotted and issued and issued Shares (including treasury shares) delivered and/or to be delivered pursuant to Options already granted under the 2024 ESOS, and (ii) the total number of Shares issued and issuable and/or transferred or transferable in respect of all options or awards granted under any other share schemes of the Company, shall not exceed 15% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) on the day preceding that date; and
 - (iv) to complete and do all such acts and things, and to approve, modify, ratify and execute all such documents, acts and things as they and/or he may consider, desirable, necessary or expedient to give effect to the abovementioned resolution.

ORDINARY RESOLUTION 3: THE PROPOSED GRANT OF OPTIONS AT A DISCOUNT UNDER THE ISEC HEALTHCARE SHARE OPTION SCHEME

RESOLVED THAT:

Subject to and contingent upon the passing of Ordinary Resolution 2:

- (a) the Directors of the Company be and are hereby authorised to offer and grant Incentive Options in accordance with the rules of the 2024 ESOS with Exercise Price set at a discount to the Market Price;
- (b) the maximum discount that may be given for the Incentive Options under the 2024 ESOS shall not exceed 20% of the Market Price; and
- (c) to complete and do all such acts and things, and to approve, modify, ratify and execute all such documents, acts and things as they and/or he may consider, desirable, necessary or expedient to give effect to the abovementioned resolution.

SPECIAL RESOLUTION 4: THE PROPOSED ADOPTION OF A NEW CONSTITUTION

RESOLVED THAT:

- (a) the regulations contained in the New Constitution of the Company reproduced in its entirety in **Appendix F** of the Circular, be and are hereby approved and adopted as the Constitution of the Company in substitution for, and to the exclusion of, the Memorandum and Articles; and
- (b) the Directors of the Company and/or any of them be and are hereby authorised and empowered to complete and do all such acts and things, and to approve, modify, ratify and execute all such documents, acts and things as they and/or he may consider, desirable, necessary or expedient to give effect to the abovementioned resolution.

By Order of the Board**Ngiam May Ling**

Company Secretary
28 March 2024
Singapore

Notes:

1. The EGM will be held in a wholly physical format, at Hotel Royal, 36 Newton Road, Singapore 307964 on Friday, 19 April 2024 at 10.30 a.m. (or immediately after the conclusion of the annual general meeting of the Company). There will be no option for members to participate virtually. The Circular, Notice of EGM and the accompanying proxy form (“Proxy Form”) will be despatched to members via post and also made available on the Company’s website at <https://www.isechealthcare.com> and on the SGXNet at <https://www.sgx.com/securities/company-announcements>. A member will need an internet browser and PDF reader to view these documents.
2. A member who is unable to attend the EGM and wishes to appoint proxy(ies) to attend, speak and vote at the EGM on his/her/its behalf should complete, sign and return the instrument of proxy in accordance with the instructions printed thereon.
3. A proxy needs not be a member of the Company.
4. A member may appoint the chairman of the EGM (“Chairman”) as his/her/its proxy, but this is not mandatory.
5. In relation to the appointment of proxy(ies) to attend, speak and vote on his/her/its behalf at the EGM, a member (whether individual or corporate) appointing his/her/its proxy(ies) should give specific instructions as to his/her/its manner of voting, or abstentions from voting, in respect of a resolution in the instrument of proxy. If no specific instructions as to voting are given, or in the event of any other matter arising at the EGM and at any adjournment thereof, the proxy(ies) will vote or abstain from voting at his/her/their discretion.
6. The instrument appointing a proxy or proxies must be under the hand of the appointor or of his/her/its attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its common seal, executed as a deed in accordance with the Companies Act 1967 of Singapore or under the hand of an attorney or an officer duly authorised, or in some other manner approved by the Directors. Where the instrument appointing a proxy or proxies is executed by an attorney on behalf of the appointor, the letter or power of attorney or a duly certified copy thereof must be lodged with the instrument of proxy.
7. The instrument appointing the proxy, together with the letter or power of attorney or other authority under which it is signed or a duly certified copy thereof (if applicable), must be:
 - (a) deposited at the office of the Company’s share registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632; or
 - (b) emailed to isec.agm@gmail.com,
by 10.30 a.m. on Wednesday, 17 April 2024, being not less than forty-eight (48) hours before the time appointed for holding the EGM, and in default the instrument of proxy shall not be treated as valid.
8. A member who is not a relevant intermediary is entitled to appoint not more than two (2) proxies to attend, speak and vote at the EGM. Where such member appoints two (2) proxies, he/she should specify the proportion of his/her shareholding (expressed as a percentage of the whole) to be presented by each proxy in the instrument appointing a proxy or proxies. A member who is a relevant intermediary is entitled to appoint more than two (2) proxies to attend, speak and vote at the EGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member 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 appointing a proxy or proxies.
“Relevant Intermediary” has the meaning ascribed to it in section 181 of the Companies Act 1967.
9. SRS investors who wish to appoint the Chairman as a proxy should approach their respective SRS Operators to submit their votes at least seven (7) working days before the EGM, i.e. 10.30 a.m. on Tuesday, 9 April 2024.
10. Completion and submission of the Proxy Form by a member will not prevent him/her from attending, speaking and voting at the EGM if he/she so wishes. The appointment of proxy(ies) for the EGM will be deemed to be revoked by the member attending the EGM in person and in such event, the Company reserves the right to refuse to admit any person or persons appointed under the relevant Proxy Form(s) to the EGM.
11. The Company shall be entitled to reject the instrument appointing a proxy or proxies if it is incomplete, improperly completed or illegible, or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument.

Submission of questions in advance of the EGM

12. Shareholders who have any questions in relation to the resolutions in this Notice may send their queries to the Company in advance, in the following manner:

- (a) via email to isec.agm@gmail.com; or
- (b) via post to the registered office of the Company at 51 Goldhill Plaza, #10-07/08, Singapore 308900

in either case, by 10.30 a.m. on Friday, 5 April 2024 for the purposes of the EGM.

When submitting questions by post or via email, shareholders should also provide the following details: (i) the shareholder’s full name, (ii) the shareholder’s email address, and (iii) the manner in which the shareholder holds shares in the Company (e.g., via CDP, SRS and/or physical scrip), for verification purposes.

13. The Company will endeavour to address all substantial and relevant questions received from shareholders and will upload the responses on SGXNet at <https://www.sgx.com/securities/company-announcements> and the Company’s website at <https://www.isechealthcare.com> on Sunday, 14 April 2024, being at least 48 hours prior to the closing date and time for the lodgement of the proxy forms. Where substantial and relevant questions are unable to be answered prior to the EGM, the Company will address them at the EGM.

14. The Company will, within one month after the date of the EGM, publish the minutes of the EGM on SGXNet at <https://www.sgx.com/securities/company-announcements> and the Company’s website at <https://www.isechealthcare.com> and the minutes will include the responses to the substantial and relevant questions raised during the EGM.

PERSONAL DATA PRIVACY:

By submitting a proxy form appointing proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof, a member of the Company (i) 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 and administration by the Company (or its agents or service providers) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the “Purposes”), (ii) 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, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member’s breach of warranty.