
NOTICE OF EXTRAORDINARY GENERAL MEETING

ASIAN HEALTHCARE SPECIALISTS LIMITED

(Incorporated in the Republic of Singapore)

(Company Registration No. 201727543R)

NOTICE OF EXTRAORDINARY GENERAL MEETING

All capitalised terms used in this Notice which are not defined herein shall, unless the context otherwise requires, have the same meaning ascribed to them in the circular to shareholders of the Company dated 6 July 2021.

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (the “**EGM**”) of ASIAN HEALTHCARE SPECIALISTS LIMITED (the “**Company**”) will be held by way of electronic means on Wednesday, **21 July 2021 at 10:00 a.m.** for the purpose of considering and, if thought fit, passing, with or without amendments, the resolutions set out below.

This Notice has been made available on SGXNET at the URL <https://www.sgx.com/securities/company-announcements> and the Company’s website at the URL <https://investor.asianhealthcare.com.sg/egm.html>. A printed copy of this Notice will NOT be despatched to members.

Shareholders should note that Ordinary Resolution 1 and Ordinary Resolution 2 are inter-conditional upon each other. Accordingly, in the event that any of these resolutions is not approved, the other resolution will not be duly passed.

ORDINARY RESOLUTION 1 - PROPOSED ACQUISITION OF THE REMAINING 49.0% INTEREST IN THE COMPANY’S SUBSIDIARY, CORNERSTONE ASIA HEALTH PTE. LTD. (“PROPOSED ACQUISITION”), UNDER CHAPTER 9 OF THE CATALIST RULES

THAT, subject to and contingent upon the passing of Ordinary Resolution 2, for the purpose of Chapter 9 of the Catalist Rules:-

- (a) approval be and is hereby given for the Company to enter into the Proposed Acquisition, upon the terms and conditions of the sale and purchase agreement dated 30 June 2021 entered into by the Company as purchaser and Dr. Ng Tay Meng, Dr. Seah Sheng Heang Geoffry, Dr. Khoo Shih Wee @ Lawrence Khoo, Dr. Ho Siew Hong and Dr. Cheng Ching Li, Bobby as the vendors (“**Vendors**”); and
- (b) the Directors of the Company and each of them 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 Proposed Acquisition, 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 resolution or the transactions contemplated pursuant to or in connection with the Proposed Acquisition.

Note to Ordinary Resolution 1:

Pursuant to Rule 919 of the Catalist Rules, Dr. Cheng Ching Li, Bobby and his associates will abstain from exercising any voting rights in relation to the Ordinary Resolution.

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ORDINARY RESOLUTION 2 - PROPOSED ALLOTMENT AND ISSUANCE OF 72,972,973 CONSIDERATION SHARES IN THE CAPITAL OF THE COMPANY AT AN ISSUE PRICE OF S\$0.185 FOR EACH CONSIDERATION SHARE (“PROPOSED ALLOTMENT”) UNDER RULE 805(1) OF THE CATALIST RULES AS PART OF THE PURCHASE CONSIDERATION PURSUANT TO THE PROPOSED ACQUISITION, OF WHICH 22,059,989 CONSIDERATION SHARES ARE TO BE ISSUED TO DR. CHENG CHING LI, BOBBY UNDER RULE 804 AND RULE 812 OF THE CATALIST RULES

THAT, subject to and contingent upon the passing of Ordinary Resolution 1, for the purposes of Rule 805(1), Rule 804 and Rule 812 of the Catalist Rules:-

- (a) in connection with the Proposed Acquisition, approval be and is hereby given to the Company to issue and allot 72,972,973 Consideration Shares based on the issue price of S\$0.185 per Consideration Share to the Vendors, out of which 22,059,989 Consideration Shares are to be issued to Dr. Cheng Ching Li, Bobby, a Director and a substantial shareholder of the Company, as partial consideration for the Proposed Acquisition; and
- (b) the Directors of the Company and each of them 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 this resolution, 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 resolution.

Note to Ordinary Resolution 2:

Pursuant to Rule 804 and Rule 812 of the Catalist Rules, Dr. Cheng Ching Li, Bobby, and his associates will abstain from exercising any voting rights in relation to the Ordinary Resolution.

By Order of the Board of Directors

Dr. Chin Pak Lin
Executive Director and Chief Executive Officer
6 July 2021

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Important Notice from the Company on COVID-19

As the COVID-19 situation continues to evolve, the Company is closely monitoring the situation, including any precautionary measures which may be required or recommended by government agencies to minimise the risk of community spread of COVID-19. **Members should note that the Company may be required (including at short notice) to make further changes to its EGM arrangements as the situation evolves, and members are advised to keep abreast of any such changes as may be announced by the Company as may be made from time to time on SGXNET.**

1. No attendance at EGM

Alternative arrangements have been put in place to allow members to participate at the EGM by watching the EGM proceedings through a “live” webcast via his/her/its mobile phones, tablets or computers or listening to the EGM proceedings via “live” audio feed via telephone. Members who pre-register to watch the “live” webcast or listen to the “live” audio feed may also submit questions related to the resolutions to be tabled for approval at the EGM, and members who wish to exercise their voting rights may do so by appointing the Chairman of the EGM as proxy. Please see the paragraphs below for these alternative arrangements.

2. Registration to attend the EGM Remotely

A member who wishes to watch the “live” webcast or listen to the “live” audio feed must pre-register by **10:00 a.m. on 18 July 2021** (“**Registration Cut-Off Date**”) (being **72 hours** before the time fixed for the EGM), at the URL <https://investor.asianhealthcare.com.sg/egm.html>. A member will be required to provide their full name, NRIC/Passport No./Company Registration No. and address for verification purposes.

Upon successful registration, authenticated members will receive an email confirmation by **19 July 2021** with their user log-in details, access password and the link to access the “live” webcast and/or telephone number for “live” audio feed of the EGM proceedings.

A member who does not receive any email by **11:00 a.m. on 19 July 2021**, but who have registered by the Registration Cut-Off Date, should contact the Company’s Share Registrar at the following email address: srs.teamc@boardroomlimited.com

3. Prior submission of questions

A member who pre-registers to watch the “live” webcast or listen to the “live” audio feed may also submit questions related to the resolutions to be tabled for approval for the EGM. To do so, all questions must be submitted by **10:00 a.m. on 18 July 2021** (being **72 hours** before the time fixed for the EGM):

- (i) via the pre-registration website at the URL <https://investor.asianhealthcare.com.sg/egm.html>;
- (ii) in hard copy by submitting personally or by post and lodging the same at the Company’s Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623; or
- (iii) by submitting electronically via email to the Company’s Share Registrar at srs.teamc@boardroomlimited.com

The Company will address substantial and relevant questions relating to the resolutions to be tabled for approval at the EGM before the EGM on SGXNET at the URL <https://www.sgx.com/securities/company-announcements> and the Company’s website at the URL <https://investor.asianhealthcare.com.sg/egm.html>.

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4. Voting by proxy only

A member will not be able to vote online on the resolutions to be tabled for approval at the EGM. If a member (whether individual or corporate) wishes to exercise his/her/its voting rights at the EGM, he/she/it must submit an instrument of proxy to appoint the Chairman of the EGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the EGM. A member (whether individual or corporate) appointing the Chairman of the EGM as proxy must give specific instructions as to his/her/its manner of voting, or abstentions from voting, in the instrument of proxy, failing which the appointment will be treated as invalid.

The instrument of proxy, together with the letter or power of attorney or other authority under which it is signed (if applicable) or a duly certified copy thereof, must:

- (i) if submitted personally or by post, be lodged at the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623; or
- (ii) if submitted electronically, be submitted via email to the Company's Share Registrar at srs.teamc@boardroomlimited.com

in either case, by **10:00 a.m. on 18 July 2021** (being **72 hours** before the time fixed for the EGM), and in default the instrument of proxy shall not be treated as valid.

SRS investors who wish to appoint the Chairman of the EGM as proxy should approach their respective SRS Operators to submit their votes by **10:00 a.m. on 9 July 2021**, being 7 working days before the date of the EGM.

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

The instrument appointing the Chairman of the EGM as proxy must be under the hand of the appointor or of his attorney duly authorised in writing. Where the instrument appointing the Chairman of the EGM as proxy is executed by a corporation, it must be executed either under its seal, executed as a deed in accordance with the Companies Act 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 the Chairman of the EGM as proxy 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.

The Company shall be entitled to reject the instrument appointing the Chairman of the EGM as proxy 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 appointing the Chairman of the EGM as proxy. In addition, in the case of Shares entered in the Depository Register, the Company may reject any instrument appointing the Chairman of the EGM as proxy lodged if the member, 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 EGM, as certified by The Central Depository (Pte) Limited to the Company.

Please refer to Section 8 of the Circular for more details on how members may attend and participate in the EGM.

PERSONAL DATA PRIVACY

By submitting a proxy form appointing the Chairman of the EGM as proxy to attend and vote at the EGM and/or any adjournment thereof, and/or by registering to attend the EGM as detailed in Section 8 of the Circular, 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 and administration by the Company (or its agents or service providers) of the appointment of the Chairman of the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the EGM (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.