

# NOTICE OF ANNUAL GENERAL MEETING

## Important Notes to Members

- 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.
- This Notice of Annual General Meeting has been made available on SGXNET and the Company's website and may be accessed at the URLs <https://www.sgx.com/securities/company-announcements> and <https://www.medinex.com.sg/investor-relations>. A printed copy of this Notice of Annual General Meeting will NOT be despatched to members.

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting ("AGM") of the Company will be held by way of electronic means on Wednesday, 27 July 2022 at 2.00 p.m. to transact the following businesses:-

### AS ORDINARY BUSINESS

- To lay before the meeting the Audited Financial Statements for the financial year ended 31 March 2022 and the Directors' Statement and the Independent Auditors' Report thereon.  
*(See Explanatory Note 1)*
- To declare a final dividend (tax-exempt one tier) of S\$0.0084 per ordinary share for the financial year ended 31 March 2022. **(Resolution 1)**
- To approve the payment of Directors' fees of S\$84,677 for the financial year ended 31 March 2022 (FY2021: S\$84,677). **(Resolution 2)**
- To re-elect Mr. Lim Tai Toon who is retiring pursuant to Regulation 98 of the Company's Constitution. **(Resolution 3)**  
*(See Explanatory Note 2)*
- To re-elect Ms. Jessie Low Mui Choo who is retiring pursuant to Regulation 98 of the Company's Constitution. **(Resolution 4)**  
*(See Explanatory Note 3)*
- To re-elect Mr. Venkata Subramanian s/o Sreenivasan who is retiring pursuant to Regulation 102 of the Company's Constitution. **(Resolution 5)**  
*(See Explanatory Note 4)*
- To re-appoint Messrs. BDO LLP as auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 6)**
- To transact any other ordinary business which may properly be transacted at an AGM.

### AS SPECIAL BUSINESS

To consider and, if thought fit, to pass the following ordinary resolutions with or without modifications:-

- Authority to allot and issue shares
  - "That, pursuant to Section 161 of the Companies Act 1967 of Singapore (the "Act"), and Rule 806 of the Singapore Exchange Securities Trading Limited ("SGX-ST") Listing Manual Section B: Rules of Catalist ("Catalist Rules"), authority be and is hereby given to the Directors of the Company at any time to such persons and upon such terms and for such purposes as the Directors of the Company may in their absolute discretion deem fit, to:
    - allot and issue shares in the capital of the Company whether by way of rights, bonus or otherwise;
    - make or grant offers, agreements or options that might or would require shares to be issued or other transferable rights to subscribe for or purchase shares (collectively, "Instruments") including but not limited to the creation and issue of options, warrants, debentures or other instruments convertible into shares;
    - issue additional Instruments arising from adjustments made to the number of Instruments previously issued in the event of rights, bonus or capitalisation issues; and
  - (notwithstanding the authority conferred by the Shareholders may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the Directors while the authority was in force, provided always that
    - the aggregate number of shares to be issued pursuant to this resolution (including shares to be issued in pursuance of Instruments made or granted pursuant to this resolution) does not exceed one hundred percent (100%) of the total number of issued shares excluding treasury shares and subsidiary holdings of the Company, of which the aggregate number of shares (including shares to be issued in pursuance of Instruments made or granted pursuant to this resolution) to be issued other than on a pro rata basis to Shareholders of the Company does not exceed fifty percent (50%) of the total number of issued shares excluding treasury shares and subsidiary holdings of the Company, and (subject to such manner of calculation as may be prescribed by the SGX-ST for the purpose of determining the

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aggregate number of shares that may be issued under this paragraph) for the purpose of this resolution, the issued share capital shall be the Company's total number of issued shares excluding treasury shares and subsidiary holdings at the time this resolution is passed, after adjusting for;

- (i) new shares arising from the conversion or exercise of convertible securities, or
  - (ii) new shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time this resolution is passed provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules, and
  - (iii) any subsequent bonus issue, consolidation or subdivision of the Company's shares;
- (2) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Catalist Rules for the time being in force (unless such compliance has been waived by the SGX-ST), all applicable legal requirements under the Act and the Constitution for the time being of the Company; and
- (3) such authority shall, unless revoked or varied by the Company at a general meeting, continue in force until the conclusion of the next AGM or the date by which the next AGM of the Company is required by law to be held, whichever is the earlier.” **(Resolution 7)**

*(See Explanatory Note 5)*

10. Authority to offer and grant share awards and to allot and issue shares pursuant to the Medinex Limited Performance Share Plan (the “**Medinex Performance Share Plan**”)

“That:

- (a) authority be and is hereby given to the Directors of the Company to offer and grant share awards in accordance with the Medinex Performance Share Plan; and
- (b) approval be and is hereby given to the Directors of the Company to exercise full powers of the Company to allot and issue from time to time such number of shares as may be required to be allotted and issued pursuant to the award of shares under the Medinex Performance Share Plan,

provided that the aggregate number of shares to be issued pursuant to the Medinex Employee Share Option Scheme and the Medinex Performance Share Plan shall not exceed fifteen percent (15%) of the total number of issued shares excluding treasury shares and subsidiary holdings in the capital of the Company from time to time.” **(Resolution 8)**

*(See Explanatory Note 6)*

11. Authority to offer and grant options and to allot and issue shares pursuant to the Medinex Limited Employee Share Option Scheme (the “**Medinex Employee Share Option Scheme**”)

“That:

- (a) authority be and is hereby given to the Directors of the Company to offer and grant options in accordance with the provisions of the Medinex Employee Share Option Scheme; and
- (b) approval be and is hereby given to the Directors of the Company to exercise full powers of the Company to allot and issue from time to time such number of shares in the Company as may be required to be issued pursuant to the exercise of the options under the Medinex Employee Share Option Scheme,

provided that the aggregate number of shares to be issued pursuant to the Medinex Employee Share Option Scheme and the Medinex Performance Share Plan shall not exceed fifteen percent (15%) of the total number of issued shares excluding treasury shares and subsidiary holdings in the capital of the Company from time to time.” **(Resolution 9)**

*(See Explanatory Note 6)*

By Order of the Board

Lin Moi Heyang  
Company Secretary

5 July 2022

## Explanatory Notes:-

1. This Agenda is meant for discussion only as under the provisions of Section 201 of the Act, the Audited Financial Statements need to be laid before the meeting and hence, the matter will not be put forward for voting.
2. Mr. Lim Tai Toon is considered independent for the purpose of Rule 704(7) of the Catalist Rules.  
  
Mr. Lim Tai Toon will, upon re-election as a Director of the Company, remain as the Independent Non-executive Director, Chairman of the Audit Committee, and a member of Nominating Committee and Remuneration Committee of the Company.
3. Ms. Jessie Low Mui Choo will, upon re-election as a Director of the Company, remain as the Executive Director and Chief Executive Officer of the Company.
4. Mr. Venkata Subramanian s/o Sreenivasan is considered independent for the purpose of Rule 704(7) of the Catalist Rules.

Mr. Venkata Subramanian s/o Sreenivasan will, upon re-election as a Director of the Company, remain as an Independent Non-executive Director, Chairman of the Nominating Committee, and a member of Audit Committee and Remuneration Committee of the Company.

**Key information on the retiring Directors can be found on pages 4 to 5 of the Annual Report.**

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5. The ordinary resolution 7 above is to authorise the Directors of the Company from the date of the above AGM until the next AGM to issue shares and convertible securities in the Company up to an amount not exceeding in aggregate one hundred percent (100%) of the issued share capital of the Company of which the total number of shares and convertible securities issued other than on a pro-rata basis to existing Shareholders shall not exceed fifty percent (50%) of the issued share capital (excluding treasury shares and subsidiary holdings) at the time the resolution is passed, for such purposes as they consider would be in the interests of the Company. This authority will, unless revoked or varied at a general meeting, expire at the next AGM of the Company.
6. The ordinary resolutions 8 and 9 above are to authorise the Directors of the Company to offer and award shares pursuant to the Medinex Performance Share Plan as well as grant options under the Medinex Employee Share Option Scheme, provided that the aggregate number of shares to be issued shall not exceed fifteen percent (15%) of the Company's issued shares, excluding treasury shares in the capital of the Company from time to time.

## Documents for the AGM

1. The Notice of AGM, Proxy Form and Annual Report have been made available on the SGXNET as well as the Company's websites at the following URLs:-

SGX's website: <https://www.sgx.com/securities/company-announcements>

Company's website: <https://www.medinex.com.sg/investor-relations>

## Participation in the AGM via live webcast or live audio feed

2. As the AGM will be held by way of electronic means, members will NOT be able to attend the AGM in person. Instead, alternative arrangements have been put in place to allow members to participate at the AGM by:-
  - (a) watching the AGM proceedings via live audio-visual webcast or listening to the AGM proceedings via live audio-only feed;
  - (b) submitting questions in advance of the AGM; and/or
  - (c) appointing the Chairman of the AGM as proxy to vote on their behalf at the AGM.
3. Members are required to pre-register their participation in the AGM ("Pre-registration") at this link: <https://septusasia.com/medinexagm2022> ("AGM Registration and Q&A Link") by **2.00 p.m. on 24 July 2022, Sunday** ("Registration Deadline") for verification of their status as members (or the corporate representatives of such members).
4. Upon successful verification, each such member or its corporate representative will receive an email by **2.00 p.m. on 26 July 2022, Tuesday**. The email will contain instructions to access the live audio-visual webcast or live audio-only feed of the AGM proceedings. Members or their corporate representatives must not forward the email to other persons who are not members and who are not entitled to participate in the AGM proceedings. Members or their corporate representatives who have pre-registered by the Registration Deadline but do not receive an email by **2.00 p.m. on 26 July 2022, Tuesday**, may contact Septus Singapore Pte Ltd by email at [webcast@septusasia.com](mailto:webcast@septusasia.com).
5. Investors who hold Shares through depository agents (as defined in Section 81SF of the Securities and Futures Act 2001) and wish to watch the AGM proceedings via live audio-visual webcast or listen to the AGM proceedings via live audio-only feed must approach their respective depository agents to pre-register by **5.00 p.m. on 14 July 2022** in order to allow sufficient time for their respective depository agents to in turn pre-register their interest with the Company.

## Voting by Proxy

6. A member will not be able to vote through the live audio-visual webcast and voting is only through submission of proxy form. A member (whether individual or corporate) must submit his/her/its proxy form appointing the Chairman of the AGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the AGM if such member wishes to exercise his/her/its voting rights at the AGM. The proxy form for the AGM may be accessed at this link: <https://www.medinex.com.sg/investor-relations> and is available on SGXNET at the URL <https://www.sgx.com/securities/company-announcements>.
7. Where a member (whether individual or corporate) appoints the Chairman of the AGM 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 AGM as proxy for that resolution will be treated as invalid.
8. The duly executed Proxy Form can be submitted to the Company in the following manner:
  - a) if submitted in hard copy by post, be lodged at the office of the Company's Share Registrar at 80 Robinson Road, #02-00, Singapore 068898; or
  - b) if submitted electronically, by sending a scanned pdf copy by email to [sg.is.proxy@sg.tricorglobal.com](mailto:sg.is.proxy@sg.tricorglobal.com),
 in either case, by **2.00 p.m. on 24 July 2022** (being at least 72 hours before the time appointed for holding the AGM) (the "**Proxy Deadlines**").
9. A member who wishes to submit a Proxy Form must download, complete and sign the Proxy Form, before submitting it by post to the address provided above, or before scanning and sending it electronically to the email address provided above.
10. Investors who hold their Shares through relevant intermediaries as defined in Section 181 of the Act (including CPF investors, SRS investors and holders under depository agents) and who wish to exercise their votes by appointing the Chairman of the AGM as proxy should approach their respective relevant intermediaries (including their respective CPF agent banks, SRS approved banks or depository agents) to submit their voting instructions by **5.00 p.m. on 14 July 2022** in order to allow sufficient time for their respective relevant intermediaries to in turn submit a proxy form to appoint the Chairman of the AGM to vote on their behalf **no later than the Proxy Deadlines**.
11. The instrument appointing the Chairman of the AGM as proxy must be under the hand of the appointor or his attorney duly authorised in writing. Where the instrument appointing the Chairman of the AGM as proxy is executed by a corporation, it must be executed either under its common seal or under the hand of its attorney or duly authorised officer.
12. The Company shall be entitled to reject the instrument appointing the Chairman of the AGM 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 AGM as proxy.
13. In the case of a member of the Company whose shares are entered against his/her name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act 2001), the Company may reject any instrument appointing the Chairman of the AGM as proxy lodged if such member is not shown to have shares entered against his/her name in the Depository Register at 72 hours before the time appointed for holding the AGM as certified by The Central Depository (Pte) Limited to the Company.

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## Submission of questions prior to the AGM

14. Members may submit questions related to the resolutions to be tabled at the AGM in the following manner:

- a) if submitted in hard copy by post, be deposited at the Company's office at 111 North Bridge Road, #23-04 Peninsula Plaza, Singapore 179098;
- b) if submitted electronically, by email to [ir@medinex.com.sg](mailto:ir@medinex.com.sg); or
- c) during Pre-registration via the AGM Registration and Q&A Link;

in any case, by **2.00 p.m. on 15 July 2022**.

Members who submit questions must provide the following information for authentication:-

1. Member's full name;
2. Member's identification number;
3. Member's address; and
4. the manner in which the member holds shares in the Company (e.g., via CDP, CPF or SRS).

15. The Board of Directors of the Company will endeavour to address all substantial and relevant questions received from members in advance of the AGM by publishing the responses to those questions on SGXNET at the URL <https://www.sgx.com/securities/company-announcements> and the Company's website at the URL <https://www.medinex.com.sg/investor-relations>, by **2.00 p.m. on 22 July 2022** (being not less than forty-eight (48) hours prior to the closing date and time for the lodgement of the Proxy Forms). Where substantial and relevant questions submitted by members are unable to be addressed prior to the AGM including any questions received by the Company after **2.00 p.m. on 15 July 2022**, the Company will address them during the AGM through the live audio-visual webcast and live audio-only feed.

16. The Company shall only address relevant and substantial questions (as may be determined by the Company in its sole discretion) received. The Company will publish the minutes of the AGM on SGXNET and the Company's website within one month after the date of AGM.

## Important Reminder:

In view of the constantly evolving COVID-19 situation, the Company may be required to change its AGM arrangements at short notice. Members are advised to regularly check the Company's website or announcements released on SGXNET for the latest updates on the status of AGM. Members are also strongly encouraged to submit completed Proxy Forms electronically via email.

## Personal data privacy:

By (a) submitting an instrument appointing the Chairman of the AGM as a proxy to vote at the AGM and/or any adjournment thereof, or (b) completing the Pre-registration in accordance with this Notice of AGM, or (c) submitting any question prior to the AGM in accordance with this Notice of AGM, 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 purposes of processing and administration by the Company (or its agents or service providers) of proxy forms appointing the Chairman of the AGM as a proxy for the AGM (including any adjournment thereof), processing of the Pre-registration for purposes of granting access to members (or their corporate representatives in the case of members which are legal entities) to the live audio-visual webcast or live audio-only feed of the AGM proceedings and providing them with any technical assistance where necessary, addressing relevant and substantial questions from members received before the AGM and if necessary, following up with the relevant members in relation to such questions, preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the AGM (including any adjournment thereof), in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines and (ii) 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.