

MEDINEX LIMITED
(the "Company")
(Incorporated in the Republic of Singapore)
(Company Registration no.: 200900689W)

NOTICE OF EXTRAORDINARY GENERAL MEETING

Important Notes to Members

1. The Extraordinary 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.
2. This Notice of Extraordinary 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 <http://www.medinex.com.sg/investor-relations/>. A printed copy of this Notice of Extraordinary General Meeting will NOT be despatched to members.

NOTICE IS HEREBY GIVEN that the Extraordinary General Meeting ("**EGM**") of the Company will be held by way of electronic means on Friday, 30 September 2022 at 2.00 p.m. to pass the following Ordinary Resolution of the Company:

*All capitalised terms used in this Notice of EGM which are not defined herein shall have the same meanings ascribed to them in the circular to the shareholders of the Company dated 15 September 2022 (the "**Circular**").*

ORDINARY RESOLUTION

THE PROPOSED ADOPTION OF SHARE BUY-BACK MANDATE

"That:

- (a) for the purposes of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") Listing Manual Section B: Rules of Catalist ("**Catalist Rules**") and the Companies Act 1967 (the "**Companies Act**"), the Directors of the Company be and are hereby authorised to exercise all the powers of the Company to purchase or acquire its issued and fully paid-up shares not exceeding in aggregate the Maximum Limit (as defined below), at such price(s) as may be determined by the Directors or a committee of Directors that may be constituted for the purposes of effecting purchases or acquisitions of shares by the Company from time to time up to the Maximum Price (as defined below), whether by way of:
 - (i) a market purchase ("**Market Purchase**"), transacted on the SGX-ST through the SGX-ST's trading system or, as the case may be, on another stock exchange on which the Shares may be listed and quoted, through one or more duly licensed stock brokers appointed by the Company for the purpose; and/or
 - (ii) an off-market purchase ("**Off-Market Purchase**") in accordance with an equal access scheme as defined in Section 76C of the Companies Act and which will satisfy all the conditions prescribed by the Companies Act and the Catalist Rules,(the "**Share Buy-Back Mandate**");

- (b) unless varied or revoked by the Shareholders in a general meeting, purchases or acquisitions of shares pursuant to the Share Buy-Back Mandate may be made, at any time and from time to time during the period commencing from the date of the passing of this Resolution and expiring on the earlier of:
- (i) the date on which the next annual general meeting (“**AGM**”) of the Company is held or required by law to be held;
 - (ii) the date on which the purchases or acquisitions of shares by the Company pursuant to the Share Buy-Back Mandate are carried out to the full extent mandated; or
 - (iii) the date on which the authority conferred by the Share Buy-Back Mandate is revoked or varied by the Shareholders in a general meeting,

(the “**Relevant Period**”);

- (c) in this Resolution:

“**Maximum Limit**” means that number of shares of the Company representing not more than ten per cent (10%) of the total number of issued shares of the Company (excluding treasury shares and subsidiary holdings) as at the date of the passing of this Resolution, unless the Company has effected a reduction of the share capital of the Company with the applicable provisions of the Companies Act at any time during the Relevant Period, in which event the total number of issued Shares shall be taken to be the total number of issued shares of the Company as altered (excluding any treasury shares that may be held by the Company from time to time and subsidiary holdings);

“**Maximum Price**”, in relation to a share to be purchased or acquired, means the purchase price (excluding brokerage, stamp duties, commission, applicable goods and services tax and other related expenses) which shall not exceed:

- (i) in the case of a Market Purchase, five per cent (5%) above the average of the closing market prices of the Shares over the last five (5) Market Days on which transactions in the Shares were recorded before the day of the Market Purchase by the Company, and deemed to be adjusted for any corporation action that occurs during the relevant five (5)-day period and the day on which the purchases are made; and
- (ii) in the case of an Off-Market Purchase pursuant to an equal access scheme, 20% above the average of the closing market prices of the Shares over the last five (5) Market Days on which transactions in the Shares were recorded before the day on which the Company announces its intention to make an offer by way of an Off-Market Purchase, stating therein the purchase price (which shall not be more than the Maximum Price calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting 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;

“**Market Day**” means a day on which the SGX-ST is open for trading in securities; and

- (d) the Directors and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they and/or

he may consider necessary, expedient, incidental or in the interests of the Company to give effect to the transactions contemplated and/or authorised by this Resolution.”

(See explanatory note 1)

BY ORDER OF THE BOARD

Lin Moi Heyang
Company Secretary

15 September 2022

Explanatory notes:

1. The proposed Ordinary Resolution is to authorise the Directors of the Company from the date of the above EGM until the date of the next AGM, or the date by which the next AGM of the Company is required by law to be held or the date on which such authority is revoked or varied by the members at a general meeting, whichever is the earliest, to purchase up to ten per cent (10%) of the total number of issued shares in the capital of the Company (excluding treasury shares and subsidiary holdings).

Documents for the EGM

1. The Notice of EGM, Proxy Form and the Circular 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: <http://www.medinex.com.sg/investor-relations/>

Participation in the EGM via live webcast or live audio feed

2. As the EGM will be held by way of electronic means, members will NOT be able to attend the EGM in person. Instead, alternative arrangements have been put in place to allow members to participate at the EGM by:
 - (a) watching the EGM proceedings via live audio-visual webcast or listening to the EGM proceedings via live audio-only feed;
 - (b) submitting questions in advance of the EGM; and/or
 - (c) appointing the Chairman of the EGM as proxy to vote on their behalf at the EGM.
3. Members are required to pre-register their participation in the EGM ("**Pre-registration**") at this link: <https://septusasia.com/medinexegm2022> ("**EGM Registration and Q&A Link**") by **2.00 p.m.** on **27 September 2022, Tuesday** ("**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 **29 September 2022, Thursday**. The email will contain instructions to access the live audio-visual webcast or live audio-only feed of the EGM 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 EGM 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 **29 September 2022, Thursday**, may contact Septus Singapore Pte Ltd by email at 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 EGM proceedings via live audio-visual webcast or listen to the EGM proceedings via live audio-only feed must approach their respective depository agents to pre-register by **5.00 p.m.** on **20 September 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 EGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the EGM if such member wishes to exercise his/her/its voting rights at the EGM. The proxy form for the EGM may be accessed at this link: <http://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 EGM 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 EGM 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,
- in either case, by **2.00 p.m. on 27 September 2022** (being at least 72 hours before the time appointed for holding the EGM) (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 Companies Act (including CPF investors, SRS investors and holders under depository agents) and who wish to exercise their votes by appointing the Chairman of the EGM 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 20 September 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 EGM to vote on their behalf **no later than the Proxy Deadlines**.
11. The instrument appointing the Chairman of the EGM 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 EGM 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 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.
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 EGM 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 EGM as certified by The Central Depository (Pte) Limited to the Company.

Submission of questions prior to the EGM

14. Members may submit questions related to the resolutions to be tabled at the EGM 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; or
 - c) during Pre-registration via the EGM Registration and Q&A Link;
- in any case, by **2.00 p.m. on 23 September 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 EGM 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 <http://www.medinex.com.sg/investor-relations/> by **2.00 p.m.** on **25 September 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 EGM including any questions received by the Company after **2.00 p.m.** on **23 September 2022**, the Company will address them during the EGM 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 EGM on SGXNET and the Company's website within one month after the date of EGM.

Important Reminder:

In view of the constantly evolving COVID-19 situation, the Company may be required to change its EGM 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 EGM. 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 EGM as a proxy to vote at the EGM and/or any adjournment thereof, or (b) completing the Pre-registration in accordance with this Notice of EGM, or (c) submitting any question prior to the EGM in accordance with this Notice of EGM, 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 EGM as a proxy for the EGM (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 EGM proceedings and providing them with any technical assistance where necessary, addressing relevant and substantial questions from members received before the EGM 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 EGM (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.