

# NOTICE OF ANNUAL GENERAL MEETING



**OUE HEALTHCARE LIMITED**  
(Incorporated in the Republic of Singapore)  
(Company Registration No. 201304341E)  
6, Shenton Way, #10-10 OUE Downtown,  
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NOTICE IS HEREBY GIVEN that the Annual General Meeting ("**AGM**") of OUE HEALTHCARE LIMITED (the "**Company**") will be held at Hilton Singapore Orchard (333 Orchard Road, Singapore 238867), Grand Ballroom, Level 6, Orchard Wing on Thursday, 25 April 2024 at 2.00 p.m., to transact the following business:

## **AS ORDINARY BUSINESS:**

1. To receive and adopt the Directors' Statement and Audited Financial Statements of the Company and its subsidiaries for the financial year ended 31 December 2023 and the Auditors' Report thereon.
2. To approve the payment of S\$620,000 as Directors' Fees for the financial year ended 31 December 2023 (2022: S\$608,390.41).
3. To re-elect the following Directors retiring pursuant to Regulations 111 and 115 of the Company's Constitution and who, being eligible, offer themselves for re-election:
  - a. Mr. Lee Yi Shyan;
  - b. Mr. Takeshi Seo; (to be appointed with effect from 9 April 2024)
  - c. Mr. Abram Melkyzedek Suhardiman; (appointed with effect from 2 January 2024)
  - d. Mr. Eric Sho Kian Hin; and
  - e. Ms. Usha Rane Chandradas.
4. To re-appoint KPMG LLP as the Auditors of the Company and to authorise the Directors to fix their remuneration.

## **AS SPECIAL BUSINESS:**

### **ORDINARY RESOLUTION – AUTHORITY TO ISSUE SHARES PURSUANT TO SECTION 161 OF THE COMPANIES ACT 1967 OF SINGAPORE**

To consider and, if thought fit, pass the following Resolution as an Ordinary Resolution, with or without modifications:

5. that pursuant to Section 161 of the Companies Act 1967 of Singapore and the Singapore Exchange Securities Trading Limited ("**SGX-ST**") Listing Manual Section B: Rules of Catalyst (the "**Catalist Rules**") and notwithstanding the provisions of the Constitution of the Company, authority be and is hereby given to the Directors of the Company to:
  - a. (i) issue shares in the capital of the Company ("**shares**") whether by way of rights, bonus or otherwise; and/or
  - (ii) make or grant offers, agreements or options (collectively, "**instruments**") that may 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 may in their absolute discretion deem fit; and
- b. (notwithstanding that the authority conferred by this Resolution may have ceased to be in force) issue shares in pursuance of any instrument made or granted by the Directors while this Resolution was in force,

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provided that:

- (i) 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 per cent (100%) of the total number of issued shares excluding treasury shares and subsidiary holdings (as calculated in accordance with sub-paragraph (ii) below), of which the aggregate number of shares to be issued other than on a *pro-rata* basis to shareholders of the Company (including shares to be issued in pursuance of instruments made or granted pursuant to this Resolution) does not exceed fifty per cent (50%) of the total number of issued shares excluding treasury shares and subsidiary holdings (as calculated in accordance with sub-paragraph (ii) below);
- (ii) (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 (i) above, the percentage of the total number of issued shares excluding treasury shares and subsidiary holdings shall be calculated based on the total number of issued shares excluding treasury shares and subsidiary holdings at the time of the passing of this Resolution, after adjusting for:
  - (1) new shares arising from the conversion or exercise of any convertible securities;
  - (2) new shares arising from exercise of share options or vesting of share awards provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and
  - (3) any subsequent bonus issue, or consolidation or sub-division of shares,adjustments in accordance with sub-paragraphs (1) and (2) above 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;
- (iii) 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) and the Constitution for the time being of the Company; and
- (iv) unless revoked or varied by the Company in general meeting, the authority conferred by this Resolution shall continue in force until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is the earlier.

By Order of the Board  
**OUE Healthcare Limited**

**Victor Chong Tun Foo**  
Company Secretary  
2 April 2024  
Singapore

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## EXPLANATORY NOTES:

- (a) **Resolution 3(a)** – Re-election of Mr. Lee Yi Shyan as a Director retiring by rotation under Regulation 111 of the Company's Constitution.
- Mr. Lee Yi Shyan will, upon re-election, continue as the Chairman of the Board and a member of the Nominating and Remuneration Committee of the Company. Further information can be found under the sections entitled "Board of Directors" and "Additional Information on Directors Seeking Re-Election" of the Annual Report 2023.
- (b) **Resolution 3(b)** – Re-election of Mr. Takeshi Seo as a Director retiring under Regulation 115 of the Company's Constitution.
- Mr. Takeshi Seo will, upon re-election, continue as a Non-Independent and Non-Executive Director and a member of the Nominating and Remuneration Committee of the Company. Further information can be found under the section entitled "Additional Information on Directors Seeking Re-Election" of the Annual Report 2023.
- (c) **Resolution 3(c)** – Re-election of Mr. Abram Melkyzedeck Suhardiman as a Director retiring under Regulation 115 of the Company's Constitution.
- Mr. Abram Melkyzedeck Suhardiman will, upon re-election, continue as a Non-Independent and Non-Executive Director of the Company. Further information can be found under the sections entitled "Board of Directors" and "Additional Information on Directors Seeking Re-Election" of the Annual Report 2023.
- (d) **Resolution 3(d)** – Re-election of Mr. Eric Sho Kian Hin as a Director retiring by rotation under Regulation 111 of the Company's Constitution.
- Mr. Eric Sho Kian Hin will, upon re-election, continue as an Independent and Non-Executive Director, the Chairman of the Audit and Risk Committee and a member of the Nominating and Remuneration Committee of the Company. Further information can be found under the sections entitled "Board of Directors" and "Additional Information on Directors Seeking Re-Election" of the Annual Report 2023. The Board of Directors considers him independent for the purpose of Rule 704(7) of the Catalist Rules.
- (e) **Resolution 3(e)** – Re-election of Ms. Usha Raneer Chandradas as a Director retiring by rotation under Regulation 111 of the Company's Constitution.
- Ms. Usha Raneer Chandradas will, upon re-election, continue as an Independent and Non-Executive Director and a member of the Audit and Risk Committee of the Company. Further information can be found under the sections entitled "Board of Directors" and "Additional Information on Directors Seeking Re-Election" of the Annual Report 2023. The Board of Directors considers her independent for the purpose of Rule 704(7) of the Catalist Rules.
- (f) **Resolution 5** is to empower the Directors to issue shares in the capital of the Company and/or instruments (as defined above). The aggregate number of shares to be issued pursuant to Resolution 5 (including shares to be issued in pursuance of instruments made or granted) shall not exceed one hundred per cent (100%) of the total number of issued shares excluding treasury shares and subsidiary holdings, with a sub-limit of fifty per cent (50%) for shares issued other than on a *pro-rata* basis (including shares to be issued in pursuance of instruments made or granted pursuant to Resolution 5) to shareholders of the Company.

For the purpose of determining the aggregate number of shares that may be issued, the percentage of the total number 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 at the time of the passing of Resolution 5, after adjusting for (i) new shares arising from the conversion or exercise of any convertible securities; (ii) new shares arising from exercise of share options or vesting of share awards 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 shares. The adjustments in accordance with (i) and (ii) above 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 Resolution 5.

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## Notes:

### Refreshments

1. Coffee, tea and water will be served at the AGM.

### Format of Meeting

2. The AGM will be held, in a wholly physical format, at Hilton Singapore Orchard (333 Orchard Road, Singapore 238867), Grand Ballroom, Level 6, Orchard Wing on Thursday, 25 April 2024 at 2.00 p.m.. Shareholders, including CPF and SRS Investors, and (where applicable) duly appointed proxies and representatives will be able to ask questions and vote at the AGM by attending the AGM in person and they should bring along their original NRIC/passport for registration on the day of the AGM. **There will be no option for shareholders to participate virtually.**

Printed copies of this Notice, the accompanying Proxy Form and the Request Form will be sent by post to members. This Notice and the accompanying Proxy Form will also be published on the Company's website at the URL [https://investor.ouehealthcare.com/agm\\_egm.html](https://investor.ouehealthcare.com/agm_egm.html) and the SGX-ST website at the URL <https://www.sgx.com/securities/company-announcements>.

### Appointment of Proxy(ies)

3. (a) A member who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote at the AGM. Where such member's instrument appointing a proxy(ies) appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the instrument.  
(b) A member who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the AGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's instrument appointing a proxy(ies) appoints more than two proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the instrument.

"Relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act 1967.

A member who wishes to appoint a proxy(ies) must complete the instrument appointing a proxy(ies), before submitting it in the manner set out below.

4. A proxy need not be a member of the Company. A member may choose to appoint the Chairman of the Meeting as his/her/its proxy.
5. The instrument appointing a proxy(ies) must be submitted to the Company in the following manner:
  - (a) if submitted personally or by post, be lodged with the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632; or
  - (b) if submitted electronically, be submitted via email to the Company's Share Registrar at [srs.proxy@boardroomlimited.com](mailto:srs.proxy@boardroomlimited.com).and in each case, must be lodged or received (as the case may be) not less than 72 hours before the time appointed for holding the AGM.
6. CPF and SRS Investors:
  - (a) may vote at the AGM if they are appointed as proxies by their respective CPF Agent Banks or SRS Operators, and should contact their respective CPF Agent Banks or SRS Operators if they have any queries regarding their appointment as proxies; or
  - (b) may appoint the Chairman of the Meeting as proxy to vote on their behalf at the AGM, in which case they should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 5.00 p.m. on 15 April 2024.

### Submission of Questions

7. Shareholders, including CPF and SRS Investors, may submit substantial and relevant questions related to the resolutions to be tabled for approval at the AGM in advance of the AGM:
  - (a) by post to the Company's registered address at 6 Shenton Way, #10-10, OUE Downtown 2, Singapore 068809; or
  - (b) via email to the Company at [info@ouehealthcare.com](mailto:info@ouehealthcare.com).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 address; and (iii) the manner in which the shareholder holds shares in the Company (e.g., via CDP, CPF, SRS and/or scrip), for verification purposes.  
All questions submitted in advance must be received by 5.00 p.m. on 10 April 2024.
8. The Company will address all substantial and relevant questions received from shareholders by the 10 April 2024 deadline by publishing its responses to such questions on the Company's website at the URL [https://investor.ouehealthcare.com/agm\\_egm.html](https://investor.ouehealthcare.com/agm_egm.html) and the SGX-ST website at the URL <https://www.sgx.com/securities/company-announcements> at least 48 hours prior to the closing date and time for the lodgement/receipt of instruments appointing a proxy(ies). The Company will respond to questions or follow-up questions, submitted after the 10 April 2024 deadline either within a reasonable timeframe before the AGM or at the AGM itself. Where substantially similar questions are received, the Company will consolidate such questions and consequently not all questions may be individually addressed.
9. Shareholders, including CPF and SRS Investors, and (where applicable) duly appointed proxies and representatives can also ask the Chairman of the Meeting substantial and relevant questions related to the resolutions to be tabled for approval at the AGM, at the AGM itself.

### Access to Documents

10. The Annual Report 2023 have been published and may be accessed at the Company's website at the URL [https://investor.ouehealthcare.com/agm\\_egm.html](https://investor.ouehealthcare.com/agm_egm.html). To access the Annual Report 2023, select the year "2023" from the drop-down menu. The Annual Report 2023 may also be accessed at the SGX website at the URL <https://www.sgx.com/securities/company-announcements>. Members may request for printed copies of the Annual Report 2023 by completing and submitting the Request Form sent by post together with printed copies of this Notice and the accompanying Proxy Form by 5.00 p.m. on 17 April 2024.

### Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company (a) 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 proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, Catalist Rules, take-over rules, regulations and/or guidelines (collectively, the "Purposes"); (b) 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 (c) 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.