
NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (“**AGM**”) of OUE LIPPO HEALTHCARE LIMITED (the “**Company**”) will be convened and held by way of electronic means on Wednesday, 20 May 2020 at 2.00 p.m., for the following purposes:

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 (“**FY**”) ended 31 December 2019 and the Auditors’ Report thereon.
2. To approve the payment of S\$513,155 as Directors’ Fees for FY2019 (FY2018: S\$545,292).
3. To re-appoint the following Directors retiring in accordance with the Company’s Constitution and who, being eligible, offer themselves for re-appointment:
 - a. Mr. Tadahiro Kiyosu (appointed on 7 May 2019)
 - b. Mr. Lee Yi Shyan
 - c. Mr. Eric Sho Kian Hin
 - d. Mr. Johji Sato
4. To re-appoint Messrs KPMG LLP as the Company’s Auditors and to authorize the Directors to fix their remuneration.

AS SPECIAL BUSINESS:

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

5. That pursuant to Section 161 of the Companies Act, Cap. 50 of Singapore and the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) Listing Manual Section B: Rules of Catalist (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 (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,

OUE Lippo Healthcare Limited

Company Registration No. 201304341E
(In receivership over charged shares in certain subsidiaries)

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,

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) 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, consolidation or subdivision 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 Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier.

By Order of the Board
OUE Lippo Healthcare Limited

Fazilah Abdul Rahman
Company Secretary
28 April 2020
Singapore

EXPLANATORY NOTES:

- (a) **Resolution 2** – In view of the COVID-19 outbreak and its potential economic impact to the Company and its subsidiaries (the “**Group**”) and as a show of solidarity with the Group's stakeholders, the Directors will be taking a 10% voluntary reduction in the directors' fees accrued in respect of FY2019.

- (b) **Resolution 3(a)** – Re-appointment of Mr. Tadahiro Kiyosu, a Director retiring under Article 92 of the Company's Constitution.

Mr. Tadahiro Kiyosu will, upon re-appointment, continue as a Non-Independent and Non-Executive Director and a member of the Nominating and Remuneration Committee of the Company. The profile of Mr. Tadahiro Kiyosu can be found under the sections entitled “Board of Directors” and “Additional Information on Directors Seeking Re-appointment” in the Annual Report 2019.

- (c) **Resolution 3(b)** – Re-appointment of Mr. Lee Yi Shyan as a Director retiring by rotation under Article 93 of the Company's Constitution.

Mr. Lee Yi Shyan will, upon re-appointment, continue as the Non-Independent and Non-Executive Chairman of the Board of Directors and a member of the Nominating and Remuneration Committee. The profile of Mr. Lee Yi Shyan can be found under the sections entitled “Board of Directors” and “Additional Information on Directors Seeking Re-appointment” in the Annual Report 2019.

- (d) **Resolution 3(c)** – Re-appointment of Mr. Eric Sho Kian Hin as a Director retiring by rotation under Article 93 of the Company's Constitution.

Mr. Eric Sho Kian Hin will, upon re-appointment, 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. The profile of Mr. Eric Sho Kian Hin can be found under the sections entitled “Board of Directors” and “Additional Information on Directors Seeking Re-appointment” in the Annual Report 2019. The Board of Directors considers him independent for the purpose of Rule 704(7) of the Catalist Rules.

- (e) **Resolution 3(d)** – Re-appointment of Mr. Johji Sato as a Director retiring by rotation under Article 93 of the Company’s Constitution.

Mr. Johji Sato will, upon re-appointment, continue as an Independent and Non-Executive Director and a member of the Audit and Risk Committee of the Company. The profile of Mr. Johji Sato can be found under the sections entitled “Board of Directors” and “Additional Information on Directors Seeking Re-appointment” in the Annual Report 2019. The Board of Directors considers him 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 this Resolution) to shareholders.

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.

Personal Data Privacy:

By submitting an instrument appointing the Chairman of the Meeting as proxy to attend, speak and vote at the AGM and/or any adjournment thereof, 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, administration and analysis by the Company (or its agents or service providers) of the appointment of the Chairman of the Meeting as proxy 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.

Notes:

1. The AGM 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. Printed copies of this notice of AGM (the “**Notice**”) will not be sent to members. Instead, this Notice will be sent to members by electronic means via an announcement on the SGX website at the URL <https://www.sgx.com/securities/company-announcements> and may be accessed at the Company’s website at the URL https://investor.ouelh.com/agm_egm.html.
2. Alternative arrangements relating to attendance at the AGM via electronic means (including arrangements by which the AGM can be electronically accessed via live audio-visual webcast or live audio-only stream), submission of questions to the Chairman of the Meeting in advance of the AGM, addressing of substantial and relevant questions at the AGM and voting by appointing the Chairman of the Meeting as proxy at the AGM, are set out in the Company’s announcement accompanying this Notice dated 28 April 2020. This announcement may be accessed at the Company’s website at the URL https://investor.ouelh.com/agm_egm.html, and on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.
3. **Due to the various control and safe distancing measures put in place in Singapore to prevent the spread of COVID-19, members will not be able to attend the AGM in person. A member (whether individual or corporate) must submit his/her/its proxy form appointing the Chairman of the Meeting 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 accompanying proxy form for the AGM will be announced together with this Notice and may be accessed at the Company’s website at the URL https://investor.ouelh.com/agm_egm.html, and the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.

Where a member (whether individual or corporate) appoints the Chairman of the Meeting 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 Meeting as proxy for that resolution will be treated as invalid.

CPF or SRS investors who wish to appoint the Chairman of the Meeting as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 5.00 pm on 8 May 2020.

4. The Chairman of the Meeting, as proxy, need not be a member of the Company.
5. The instrument appointing the Chairman of the Meeting as proxy must be submitted to the Company in the following manner:
 - (a) if submitted by post, be lodged at the office of the Company’s Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623; or
 - (b) if submitted electronically, be submitted via email to the Company’s Share Registrar at srs.teamE@boardroomlimited.com.

in either case not less than 48 hours before the time appointed for the AGM.

A member who wishes to submit an instrument of proxy must first download, complete and sign the proxy form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.

In view of the current COVID-19 situation and the related safe distancing measures which may make it difficult for members to submit completed proxy forms by post, members are strongly encouraged to submit completed proxy forms electronically via email.

6. The Annual Report 2019 may be accessed at the Company’s website at the URL <https://investor.ouelh.com/ar.html> and in Flipbook format at <https://investor.ouelh.com/misc/ar2019/index.html> and on the SGX website at the URL <https://www.sgx.com/securities/annual-reports-related-documents>.
7. Members will not be able to ask questions during the live audio-visual webcast or audio-only stream of the AGM. Members who wish to ask questions relating to the resolutions to be tabled at the AGM must complete and submit the questions form for the AGM, which will be announced together with this Notice and may be accessed at the Company’s website at the URL https://investor.ouelh.com/agm_egm.html and on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.
8. The questions form must be submitted to the Company in the following manner by **2.00 p.m. Singapore time on 15 May 2020**:
 - (a) if submitted by post, be lodged at the office of the Company’s Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623; or
 - (b) if submitted electronically, be submitted via email to the Company’s Share Registrar at srs.teamE@boardroomlimited.com.

A member who wishes to submit the questions form must first download, complete and sign the questions form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.

In view of the current COVID-19 situation and the related safe distancing measures which may make it difficult for shareholders to submit completed questions forms by post, shareholders are strongly encouraged to submit completed questions forms electronically via email.

9. The Management and the Board of Directors of the Company will endeavour to address all substantial and relevant questions received from members during the AGM through live audio-visual webcast and live audio-only stream, having regard to the limited time available at the AGM.

Where substantial and relevant questions submitted by members are unable to be addressed at the AGM due to the limited time available at the AGM to address all such questions, the Company will publish the responses to those questions which we are unable to address during the AGM on SGXNET at the URL <https://www.sgx.com/securities/company-announcements> and the Company's website at the URL <http://www.ouelh.com> prior to the AGM.

*This Notice of Annual General Meeting has been prepared by the Company and its contents have been reviewed by the Company's sponsor, PrimePartners Corporate Finance Pte. Ltd. (the "**Sponsor**"), in accordance with Rules 226(2)(b) and 753(2) of the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") Listing Manual Section B: Rules of Catalist.*

This Notice of Annual General Meeting has not been examined or approved by the SGX-ST. The SGX-ST assumes no responsibility for the contents of this Notice of Annual General Meeting, including the correctness of any of the statements or opinions made or reports contained in this announcement.

The contact person for the Sponsor is Ms. Gillian Goh, Director, Head of Continuing Sponsorship (Mailing address: 16 Collyer Quay, #10-00 Income at Raffles, Singapore 049318 and E-mail: sponsorship@ppcf.com.sg).