



HEALTHWAY MEDICAL

HEALTHWAY MEDICAL CORPORATION LIMITED
(Company Registration Number 200708625C)
(Incorporated in the Republic of Singapore)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the tenth Annual General Meeting (“AGM”) of Healthway Medical Corporation Limited (the “Company”) will be held at The National University of Singapore Society, Kent Ridge Guild House, 9 Kent Ridge Drive, Singapore 119241 on Wednesday, 19 July 2017 at 2.00 p.m., for the following purposes:-

AS ORDINARY BUSINESS

1. To receive and adopt the Directors’ Statement and the Audited Financial Statements for the financial year ended 31 December 2016 together with the Auditors’ Report thereon. **(Resolution 1)**
2. To re-elect the following Director retiring by rotation under Regulation 98 of the Company’s Constitution:- **(Resolution 2)**
Mr Sonny Yuen Chee Choong (see explanatory note 1)
3. To re-elect the following Directors retiring under Regulation 102 of the Company’s Constitution:- **(Resolution 3)**
Mr Lin Weiwen Moses (see explanatory note 2)
4. To re-elect the following Directors retiring under Regulation 102 of the Company’s Constitution:- **(Resolution 4)**
Mr Anand Kumar (see explanatory note 3)
5. To approve payment of a honorarium of S\$180,000 to the Directors of the Company. (see explanatory note 5) **(Resolution 5)**
6. To re-appoint Messrs PricewaterhouseCoopers LLP as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 6)**
7. To transact any other business that may be properly transacted at an annual general meeting.

AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolutions (with or without amendments) as ordinary resolution:-

8. **Ordinary Resolution: The Proposed General Share Issue Mandate (the “Share Issue Mandate”)** **(Resolution 7)**
“That pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore (the “Companies Act”), and Rule 806 of the Listing Manual (Section B: Rules of Catalist) (the “Rules of Catalist”) of the Singapore Exchange Securities Trading Limited (the “SGX-ST”), authority be and is hereby given to the directors of the Company (the “Directors”) to:-
(a) (i) allot and issue shares in the capital of the Company (the “Shares”) whether by way of rights, bonus or otherwise; and/or
(ii) make or grant offers, agreements or options (collectively, “Instruments”) that might or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into Shares,
at their absolute and upon such terms and conditions and for such purposes and to such persons as the Directors may in any time and discretion deem fit;
(b) (notwithstanding that the authority conferred by this resolution may have ceased to be in force) issue Shares in pursuance of any Instruments made or granted by the Directors while this resolution was in force, provided always 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) shall not exceed one hundred per cent (100%) of the total 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 existing shareholders of the Company (the “Shareholders”) (including Shares to be issued in pursuance of Instruments made or granted pursuant to this resolution) shall not exceed fifty per cent (50%) of the total 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 total issued Shares shall be based on total issued Shares (excluding treasury shares and subsidiary holdings) at the time of passing this resolution, after adjusting for:-
(1) new Shares arising from the conversion or exercise of any convertible securities outstanding at the time this authority is given;
(2) new Shares arising from the exercise of share options or vesting of share awards outstanding or subsisting at the time of passing this resolution, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Rules of Catalist; and
(3) any subsequent bonus issue, consolidation or subdivision of Shares;
(c) in exercising the authority conferred by this resolution, the Directors shall comply with the provisions of the Rules of Catalist for the time being in force (unless such compliance has been waived by the SGX-ST), all applicable legal requirements under the Companies Act, and otherwise, and the Company’s Constitution for the time being; and
(d) (unless revoked or varied by the Company in a general meeting) this authority 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.”
(see explanatory note 6)

BY ORDER OF THE BOARD

Wee Woon Hong
Srikanth Rayaprolu
Company Secretaries
4 July 2017
Singapore

Explanatory Notes:-

1. Mr Sonny Yuen Chee Choong will, upon re-election as Director of the Company, remain as an Independent Director of the Company and the Chairman of the Audit Committee and a member of the Nominating Committee and Remuneration Committee of the Company. The Board considers him independent for the purposes of Rule 704(7) of the Rules of Catalist. Mr Sonny Yuen Chee Choong does not have any relationships including immediate family relationships between himself and the Directors, the Company and its 10% shareholders. Further information on Mr Sonny Yuen Chee Choong can be found in the Annual Report 2016.
2. Mr Lin Weiwen Moses will, upon re-election as Director of the Company, remain as an Independent Director of the Company and the Chairman of the Remuneration Committee and a member of the Audit Committee of the Company. The Board considers him independent for the purposes of Rule 704(7) of the Rules of Catalist. Mr Lin Weiwen Moses does not have any relationships including immediate family relationships between himself and the Directors, the Company and its 10% shareholders. Further information on Mr Lin Weiwen Moses can be found in the Annual Report 2016.
3. Mr Anand Kumar will, upon re-election as Director of the Company, remain as the Non-Independent Non-Executive Director of the Company. Mr Anand Kumar does not have any relationships including immediate family relationships between himself and the Directors, the Company and its 10% shareholders. Further information on Mr Anand Kumar can be found in the Annual Report 2016.
4. Mr Khoo Yee Hoe and Mr Ho Sun Yee will retire as Directors of the Company at the conclusion of the AGM. Upon Mr Ho Sun Yee’s retirement, he will cease to be the Chairman of the Nominating Committee and a member of the Audit Committee of the Company.
5. A honorarium of S\$180,000 will be paid to the Non-Executive Directors of the Company as at 4 July 2017 for the support and guidance during the restructuring of the Company. The Directors’ fees for the financial year ended 31 December 2016 have been approved at the last AGM. The Directors’ fees for the financial year ending 31 December 2017 will be tabled for shareholders’ approval at the next annual general meeting.
6. Under the Rules of Catalist, a share issue mandate approved by shareholders as an ordinary resolution will enable directors of an issuer to issue an aggregate number of new shares and/or convertible securities of the issuer of up to one hundred per cent (100%) of the total issued shares (excluding treasury shares and subsidiary holdings) as at the time of passing of the resolution approving the share issue mandate, of which the aggregate number of new shares and/or convertible securities to be issued other than on a *pro-rata* basis to existing shareholders must be not more than fifty per cent (50%) of the total issued shares of the issuer (excluding treasury shares and subsidiary holdings).
The Directors are of the opinion that the Share Issue Mandate will enable the Company to respond faster to business opportunities and to have greater flexibility and scope in negotiating with third parties in potential fund raising exercises or other arrangements or transactions involving the capital of the Company.

The ordinary resolution 7 proposed in item 8 above, if passed, will empower the Directors from the date of the AGM until the date of the next annual general meeting is to be held or is required by law to be held, whichever is the earlier, to allot and issue shares and/or convertible securities in the capital of the Company. The aggregate number of shares and convertible securities which the Directors may allot and issue under this resolution, shall not exceed one hundred per cent (100%) of the Company’s issued share capital (excluding treasury shares and subsidiary holdings) of which the aggregate number of shares and/or convertible securities to be issued other than on a *pro-rata* basis to existing shareholders shall not exceed fifty per cent (50%) of the Company’s issued share capital (excluding treasury shares and subsidiary holdings) at the time of passing of this resolution. This authority will, unless previously revoked or varied at a general meeting, expire at the next annual general meeting of the Company.

Notes:-

- (i) a member of the Company entitled to attend and vote at the AGM may appoint not more than two (2) proxies to attend and vote instead of him.
- (ii) Where a member appoints two (2) proxies, he shall specify the proportion of his shareholding to be represented by each proxy in the instrument appointing the proxies. A proxy need not be a member of the Company.
- (iii) Intermediaries such as banks and capital markets services licence holders which provide custodial services and are members of the Company may appoint more than two proxies provided that each proxy is appointed to exercise the rights attached to different shares held by the member. Where such member appoints more than two (2) proxies, the number and class of shares to be represented by each proxy must be stated.
- (iv) If the member is a corporation, the instrument appointing the proxy must be under seal or the hand of an officer or attorney duly authorised.
- (v) The instrument appointing a proxy must be deposited at the Registered Office of the Company at 2 Leng Kee Road, #06-07 Thye Hong Centre, Singapore 159086 not less than 48 hours before the time appointed for holding the AGM.
- (vi) All resolutions put to vote at the AGM shall be decided by way of poll.
- (vii) A Depositor’s name will appear on the Depositary Register maintained by The Central Depository (Pte) Limited as at 72 hours before the time fixed for holding the AGM in order for the Depositor to be entitled to attend and vote at the above AGM.

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 (i) consents to the collection, use and disclosure of the member’s and its proxy(ies)’s or representative’s personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) 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) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the “Purposes”), (ii) 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), the member has obtained the prior express consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, (iii) undertakes that the member will only use the personal data of such proxy(ies) and/or representative(s) for the Purposes; and (iv) 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. Your and your proxy and/or representative’s personal data may be disclosed or transferred by the Company to its subsidiaries, its share registrar and/or other agents or bodies for any of the Purposes, and retained for such period as may be necessary for the Company’s verification and record purposes.