



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 Twelfth Annual General Meeting ("AGM") of Healthway Medical Corporation Limited (the "Company") will be held at Mandarin Orchard Singapore, 6th floor, Main Tower, 333 Orchard Road, Singapore 238867 on Friday, 26 April 2019 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 2018 together with the Report of the Independent Auditor thereon. **(Resolution 1)**
2. To re-elect Mr Anand Kumar, a Director retiring pursuant to Regulation 98 of the Company's Constitution, and being eligible, has offered himself for re-election. (see explanatory note 1) **(Resolution 2)**
3. To note the retirement of Mr Sonny Yuen Chee Choong as a Director pursuant to Regulation 98 of the Company's Constitution, who has decided not to seek for re-election. (see explanatory note 2)
4. To note the retirement of Mr Lee Luen-Wai, John as a Director of the Company. (see explanatory note 3)
5. To appoint Mr Sin Boon Ann as a Director pursuant to Regulation 100 of the Company's Constitution. (see explanatory note 4) **(Resolution 3)**
6. To appoint Mr Abram Melkyzedeck Suhardiman as a Director pursuant to Regulation 100 of the Company's Constitution. (see explanatory note 5) **(Resolution 4)**
7. To approve the payment of Directors' fees of S\$280,000 for the financial year ended 31 December 2018. (2017: S\$348,186) **(Resolution 5)**
8. To re-appoint Messrs PriceWaterhouseCoopers LLP as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 6)**
9. To transact any other business that may be properly transacted at an annual general meeting.

AS SPECIAL BUSINESS

To consider and if deemed fit, to pass, with or without modifications, the following Ordinary Resolution(s):

10. 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 Catalyst) (the "Rules of Catalyst") 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 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 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, if any) (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, if any) (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, if any) 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 Catalyst; 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 Catalyst 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) the next 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

Raymond Lam Kuo Wei
Shee Shin Yee
Company Secretaries
11 April 2019
Singapore

Explanatory Notes:

1. Mr Anand Kumar will, upon re-election as Director of the Company, remain as a Non-Executive Non-Independent Director of the Company. The detailed information on Mr Anand Kumar as recommended under the 2018 Code of Corporate Governance and as required under Rule 720(5) of Rules of Catalyst can be found in this Annual Report 2018.
2. Mr Sonny Yuen Chee Choong will retire as an Independent Director of the Company at the conclusion of the shareholders' meetings on 26 April 2019 ("Meetings"). Consequent thereto, Mr Sonny Yuen will also cease to act as the member of the Audit and Risk Committee, the Nominating Committee and the Remuneration Committee.
3. Mr Lee Luen-Wai, John has given notice to the Company that he wishes to retire as a Director and Non-Executive Non-Independent Chairman of the Company at the conclusion of the Meetings.
4. Mr Sin Boon Ann be appointed as a Director pursuant to Regulation 100 of the Company's Constitution at the conclusion of the Meetings. Upon his appointment, Mr Sin will be considered as a Non-Executive Independent Chairman of the Company and a member of each of the Audit and Risk Committee, the Nominating Committee and the Remuneration Committee. The Board considers him independent for the purposes of Rule 704(7) of the Rules of Catalyst. Mr Sin does not have any relationships including immediate family relationships between himself and the other Directors, the Company and its substantial shareholders. Further information on Mr Sin as required under Rule 720(5) of Rules of Catalyst can be found in this Annual Report.
5. Mr Abram Melkyzedeck Suhardiman be appointed as a Director pursuant to Regulation 100 of the Company's Constitution at the conclusion of the Meetings. Upon his appointment, Mr Suhardiman will be considered as an Executive Director of the Company. Mr Suhardiman is the son-in-law of Dr Stephen Riady, the Non-Executive Non-Independent Director of the Company. Further information on Mr Suhardiman as required under Rule 720(5) of Rules of Catalyst can be found in this Annual Report.
6. Under the Rules of Catalyst, 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, if any) 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, if any).
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 10 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 Shares (excluding treasury shares and subsidiary holdings, if any) 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 Shares (excluding treasury shares and subsidiary holdings, if any) 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:

1. Each of the resolutions to be put to the vote of members at the AGM (and at any adjournment thereof) will be voted by way of poll.
2. (a) A member of the Company 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 form of proxy appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy.
(b) A member of the Company 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 form of proxy 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 form of proxy.
"relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act.
3. A proxy need not be a Member of the Company.
4. 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.
5. The instrument appointing a proxy must be deposited at the Registered Office of the Company at 6 Shenton Way, #10-09 OUE Downtown 2, Singapore 068809 not less than 48 hours before the time appointed for holding the AGM.
6. A Depositor's name must appear on the Depository 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 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, 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 or service providers), 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 or service providers) 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 or 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.