

ASIAMEDIC LIMITED
(Company Registration No: 197401556E)
(Incorporated in the Republic of Singapore)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (“AGM”) of AsiaMedic Limited (the “Company”) will be held at NTUC Centre, 1 Marina Boulevard, Level 10, One Marina Boulevard, Singapore 018989, on Thursday, 24 April 2025 at 3.00 p.m. to transact the following businesses:

ORDINARY BUSINESS

1. To receive and adopt the audited financial statements of the Company and the Group for the financial year ended 31 December 2024 and the Directors’ Statement and Auditor’s Report thereon. **(Resolution 1)**
2. To re-elect Mr Chua Keng Woon, a Director retiring pursuant to Regulation 89 of the Constitution of the Company.
[Explanatory Note (i)] **(Resolution 2)**
3. To re-elect Ms Aona Liu, a Director retiring pursuant to Regulation 89 of the Constitution of the Company.
[Explanatory Note (ii)] **(Resolution 3)**
4. To approve Directors’ fee of S\$173,000 for the financial year ended 31 December 2024 (2023: S\$173,000).
(Resolution 4)
5. To re-appoint Messrs Baker Tilly TFW LLP as Auditors of the Company and to authorize the Directors to fix their remuneration. **(Resolution 5)**

SPECIAL BUSINESS

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

6. **Authority to issue Shares and Instruments convertible into Shares**

“That pursuant to Section 161 of the Companies Act 1967 (the “Companies Act”) and Rule 806 of the Listing Manual (Section B: Rules of Catalist) (the “Catalist Rules”) of the Singapore Exchange Securities Trading Limited (the “SGX-ST”), approval be and is hereby given to the Directors of the Company, to:

- (a)
 - (i) issue ordinary 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 in their absolute discretion deem fit;
- (b) issue Shares in pursuance of any Instruments made or granted by the Directors while the authority was in force (notwithstanding the authority conferred by this Resolution may have ceased to be 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) does not exceed 100% of the total number of issued Shares, excluding treasury shares and subsidiary holdings, of which the aggregate number of Shares and convertible securities to be issued other than on a pro rata basis to existing shareholders of the Company does not exceed 50% of the total number of issued Shares excluding treasury shares and subsidiary holdings, and for the purpose of this Resolution, the total number of issued Shares excluding treasury shares and subsidiary holdings shall be the Company’s total number of issued Shares excluding treasury shares and subsidiary holdings at the time this Resolution is passed, after adjusting for:
 - (1) new Shares arising from the conversion or exercise of convertible securities;

- (2) new Shares arising from exercising share options or vesting of share awards provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Catalyst Rules; and
- (3) any subsequent bonus issue, consolidation or subdivision of Shares;

whereby adjustments in accordance with (a) or (b) 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; and

- (ii) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Catalyst Rules for the time being in force (unless such compliance has been waived by the SGX-ST or the Monetary Authority of Singapore) and the Constitution for the time being of the Company;
 - (iii) in this Resolution, "subsidiary holdings" shall have the meaning ascribed to it in the Catalyst Rules; and
 - (iv) such authority shall, unless revoked or varied by the Company at a general meeting, continue in force until the conclusion of the next annual general meeting or the date by which the next annual general meeting of the Company is required by law to be held, whichever is the earlier;
- (c) the Directors be and are hereby authorised to do any and all acts which they deem necessary and expedient in connection with paragraphs (a) and (b) above."

[Explanatory Note (iii)]

(Resolution 6)

7. Proposed Renewal of the Share Purchase Mandate

"THAT:

- (1) for the purposes of Sections 76C and 76E of the Companies Act, the exercise by the Directors of the Company of all the powers of the Company to purchase or acquire Shares not exceeding in aggregate the Maximum Percentage (as defined below), at such price or prices as may be determined by the Directors from time to time up to the Maximum Price (as defined below), whether by way of:
 - (a) on-market purchases on the SGX-ST ("**On-Market Purchase**"); and/or
 - (b) off-market purchases (if effected otherwise than on the SGX-ST) in accordance with any equal access scheme(s) as may be determined or formulated by the Directors as they consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Companies Act ("**Off-Market Purchase**"),

and otherwise in accordance with all other laws regulations and rules of the SGX-ST as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the "**Share Purchase Mandate**");

- (2) unless varied or revoked by the Company in general meeting, the authority conferred on the Directors of the Company pursuant to the Share Purchase Mandate may be exercised by the Directors 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 earliest of:
 - (a) the date on which the next annual general meeting of the Company is held;
 - (b) the date by which the next annual general meeting of the Company is required by law to be held;
 - (c) the date when such mandate is revoked or varied by the Shareholders of the Company in general meeting; or
 - (d) the date on which the share purchase is carried out to the full extent mandated,
 (the "**Relevant Period**").

- (3) in this Resolution:

"**Maximum Percentage**" means that number of issued Shares representing 10.0% of the total number of issued Shares as at the date of the passing of this Resolution (excluding any Shares which are held as treasury shares or subsidiary holdings as at that date); and

“Maximum Price” in relation to a Share to be purchased or otherwise acquired, means the purchase price as determined by the Directors (excluding brokerage, commission, applicable goods and services tax, stamp duties, clearance fees and other related expenses) and not exceeding:

- (a) in the case of an On-Market Purchase, 105.0% of the average closing market price. For this purpose, the average closing market price is:
 - (i) 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) immediately before the date of the On-Market Purchase by the Company; and
 - (ii) deemed to be adjusted for any corporate action that occurs during the relevant five (5) Market Day period and the day on which the purchases are made; and
- (b) in the case of an Off-Market Purchase, 105.0% of the highest price at which a Share is transacted on the SGX-ST on the Market Day (when transactions in the Shares are recorded) immediately preceding the date on which the Company announces an Off-Market Purchase offer stating the purchase price and the relevant terms of the equal access 2025 ESOS;

(the **“Maximum Price”**) in either case, excluding related expenses of the share purchase.

- (4) the Directors of the Company and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they and/or he may consider expedient or necessary or in the interests of the Company to give effect to the transactions contemplated and/or authorised by this Resolution.

[Explanatory Note (iv)]

(Resolution 7)

8. **The Proposed Adoption of the 2025 Employee Share Option Scheme**

“That the employee share option scheme to be known as the 2025 Employee Share Option Scheme (the **“2025 ESOS”**), the details and rules of which have been set out in the Appendix B to Annual Report 2024 dated 2 April 2025, be and is hereby approved and adopted substantially in the form set out in the Rules of the 2025 ESOS, and the Directors of the Company be and are hereby authorised:

- (a) to establish and administer the 2025 ESOS;
- (b) to modify and/or amend the 2025 ESOS from time to time provided that such modifications and/or amendments are effected in accordance with the rules of the 2025 ESOS and to do all such acts and to enter into such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the 2025 ESOS;
- (c) to offer and grant options in accordance with the Rules of the 2025 ESOS and pursuant to Section 161 of the Companies Act, and to allot and issue from time to time such number of Shares as may be required to be issued pursuant to the exercise of the Options under the 2025 ESOS provided always that the aggregate number of Shares in respect of which Options may be granted under the 2025 ESOS shall not exceed fifteen per cent. (15%) of the total issued share capital (excluding treasury shares) of the Company from time to time, and when added to the amount of Shares issued and issuable and/or transferred and transferable in respect of (a) all Shares available under the 2025 ESOS; and (b) all Shares, options or awards granted under any other share option scheme, share award scheme or share incentive scheme of the Company then in force, shall not exceed twenty-five per cent. (25%) of the total issued share capital (excluding treasury shares) of the Company from time to time and provided also that subject to such adjustments as may be made to the 2025 ESOS as a result of any variation in the capital structure of the Company;
- (d) subject to the same being allowed by law, apply any share purchased or acquired under any share purchase mandate and to deliver such existing shares (including any shares held in treasury) towards the satisfaction of options granted and exercised under the 2025 ESOS; and
- (e) to complete and do all such acts and things (including executing such documents as may be required) as they may consider necessary, expedient, incidental or in the interests of the Company to give effect to the transactions contemplated and authorised by this Resolution.”

[Explanatory Note (v)]

(Resolution 8)

9. **The Proposed Grant of Options Under the 2025 Employee Share Option Scheme at a Discount**

“That subject to and contingent upon the passing of Resolution 8 above, the Board of Directors of the Company be and is hereby authorised to offer and grant Options in accordance with the rules of the 2025 ESOS with exercise prices set at a discount not exceeding twenty per cent. (20%) to the Market Price, as determined by the Committee authorised and appointed to administer the 2025 ESOS, provided that such discount does not exceed the relevant limits as may be set by the SGX-ST from time to time.”

[Explanatory Note (vi)]

(Resolution 9)

SPECIAL RESOLUTION

10. **The Proposed Selective Capital Reduction**

“That pursuant to Section 78A read with Section 78C of the Companies Act:

- (a) the issued and paid-up share capital of the Company be reduced by S\$275,000 from S\$33,669,437 (as of the Latest Practicable Date, 19 March 2025) to S\$33,394,437 and that such reduction be effected by reducing the asset of the Company (namely, a receivable based on the value of the shares to be cancelled); and
- (b) the Directors of the Company be and are hereby authorised to do and complete all such acts and things, including without limitation, to execute all such documents and to approve any amendments, alteration or modification to any documents as they may consider necessary, desirable or expedient to give full effect to this Special Resolution.”

[Explanatory Note (vii)]

(Resolution 10)

ANY OTHER BUSINESS

11. **To transact any other business which may be properly transacted at an annual general meeting.**

Dated this 2 April 2025

BY ORDER OF THE BOARD

Foo Soon Soo (Ms)
Company Secretary

EXPLANATORY NOTES:

- (i) Resolution 2 – Mr Chua Keng Woon will upon re-election, continue as Chairman of the Nominating Committee and a member of the Audit and Risk Management Committee. He is considered independent for the purpose of Rule 704(7) of the Catalyst Rules. Detailed information on Mr Chua pursuant to Rule 704(7) of the Catalyst Rules can be found in the Annual Report 2024.
- (ii) Resolution 3 – Ms Aona Liu will upon re-election, remain as a member of the Nominating Committee. Detailed information on Ms Liu pursuant to Rule 704(7) of the Catalyst Rules can be found in the Annual Report 2024.
- (iii) Resolution 6 – If passed, will enable the Directors to issue shares and convertible securities up to 100% of the total number of issued shares excluding treasury shares and subsidiary holdings (in the case of issuance other than on a pro-rata basis to existing shareholders, such aggregate number of shares and convertible securities not to exceed 50% of the total number of issued shares excluding treasury shares and subsidiary holdings in the capital of the Company) for such purposes as they consider to be in the interests of the Company.
- (iv) Resolution 7 – If passed, will empower the Directors, to repurchase Shares by way of on-market purchases or off-market purchases of up to 10% of the total number of issued shares (excluding treasury shares and subsidiary holdings) at such price up to the Maximum Price during the Relevant Period. Information relating to this proposed Resolution is set out in the Appendix A to the Annual Report.
- (v) Resolution 8 – If passed, the 2025 ESOS will take effect, and the 2016 ESOS shall lapse, immediately upon the conclusion of the AGM. Information relating to this proposed Resolution is set out in the Appendix B to the Annual Report.
- (vi) Resolution 9 – If passed, the Company may grant options that are exercisable at a discount to the market price. Information relating to this proposed Resolution is set out in the Appendix B to the Annual Report.
- (vii) Resolution 10 – If passed, the issued and paid-up share capital of the Company be reduced by S\$275,000 from S\$33,669,437 (as at the Latest Practicable Date) to S\$33,394,437. Information relating to this proposed Resolution is set out in the Appendix B to the Annual Report.

NOTES:

General

1. The AGM is being convened, and will be held physically. All members of the Company are cordially invited to attend the AGM in person. There will be no option for members to participate virtually.
2. Printed copies of this Notice of AGM, accompanying Proxy Form and the Request Form for a printed copy of the Annual Report will be despatched by post to the members of the Company. The Annual Report will not be despatched to the members of the Company. All documents (the Annual Report, the Proxy Form, and this Notice of AGM) have been, or will be, published on the SGX website at <https://www.sgx.com/securities/company-announcements> and the Company's website at www.asiamedic.com.sg (under 'Investor Relations' page) or <https://asiamedic.listedcompany.com/>.

Register in person to attend the AGM

3. Members and (where applicable) duly appointed proxies can attend the AGM in person. To do so, they will need to register in person at the registration counter(s) outside the AGM venue on the day of the event. Every attendee is required to bring his or her NRIC or passport to enable the Company to verify his or her identity. The Company reserves the right to refuse admittance to the AGM if the attendee's identity cannot be verified accurately.

Submission of proxies

4. (a) A member who is not a relevant intermediary is entitled to appoint not more than two proxies. Where such member's Proxy Form appoints two proxies, 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, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. The number and class of shares in relation to each proxy shall be specified in the Proxy Form.

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

5. A proxy need not be a member of the Company.
6. The Proxy Form must be submitted to the Company in the following manner:
 - (a) mail or lodged with Company's Share Registrar, KCK CorpServe Pte. Ltd. at 1 Raffles Place, #04-63 One Raffles Place, Tower 2, Singapore 048616; or
 - (b) email to the Company at aml-meetings@asiamedic.com.sg.by Monday, 21 April 2025, 3 p.m. Singapore time (being 72 hours before the time appointed for the holding of the AGM).
A member who wishes to submit a Proxy Form must complete and sign it before submitting it by post to the address provided above, or before scanning and submitting it via email to the email address provided above.
7. The Proxy Form must be signed by the appointor or his attorney duly authorised in writing. Where the Proxy Form is executed by a corporation, it must be executed either under its common seal or under the hand of any officer or attorney duly authorised.
8. In the case of members whose shares are entered against their names in the Depository Register (as defined in Part 3AA of the Securities and Futures Act 2001 of Singapore), the Company may reject the form of proxy submitted if such members' names do not appear on the Depository Register maintained by The Central Depository (Pte) Limited as at 72 hours before the time fixed for holding the AGM.
9. An investor who buys shares using CPF monies ("**CPF Investor**") and/or SRS monies ("**SRS Investor**") (as may be applicable) may attend and cast his/her votes at the AGM in person if appointed as proxy of his/her CPF Agent Banks and/or SRS Operators. If the CPF and SRS Investors who are unable to attend the Annual General Meeting but would like to vote, may inform their respective CPF Agent Banks and SRS Operators to appoint the Chairman of the Meeting to act as their proxy.

Submission of questions

10. Members, CPF Investors and SRS Investors may submit substantial and relevant questions related to the resolutions to be tabled at the AGM ahead of the AGM by email to aml-meetings@asiamedic.com.sg by 3 p.m. on 10 April 2025.
11. The Company will endeavour to address all substantial and relevant questions if received by the prescribed deadline above and post the answers on SGX website and the Company's website prior to the AGM. For substantial and relevant questions received after the prescribed deadline, the Company will endeavour to address them together with questions raised at the AGM. Where substantially similar questions are received, they will be consolidated and not all questions may be individually addressed.

Minutes of Annual General Meeting

12. The minutes of the AGM together with the responses to the substantial and relevant questions by the shareholders not already answered and announced, will be posted on the SGX website and the Company's website within one month after the date of the AGM.

PERSONAL DATA PRIVACY:

By submitting the Proxy Form, 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 purpose of the processing, administration and analysis by the Company (or its agents or service providers) of proxies 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, take-over rules, regulations and/or guidelines (collectively, the "**Purposes**"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) to the Company (or its agents or service providers), the member has obtained the prior consent of such proxy(ies) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies) for the Purposes, and (iii) agrees to provide the Company with written evidence of such prior consent upon reasonable request.

Photographic, sound and/or video recordings of the AGM may be made by the Company for record keeping and to ensure the accuracy of the minutes prepared of the AGM. Accordingly, the personal data of a member of the Company (such as his/her name, his/her presence at the AGM, and any questions he/she may raise or resolutions he/she propose) may be recorded by the Company for such purpose.

SPONSOR STATEMENT:

This announcement has been reviewed by the Company's Sponsor, Xandar Capital Pte Ltd. It has not been examined or approved by the Singapore Exchange Securities Trading Limited ("**SGX-ST**") and the SGX-ST assumes no responsibility for the contents of this announcement, 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 Pauline Sim (Registered Professional) at 3 Shenton Way, #24-02 Shenton House, Singapore 068805. Telephone number: (65) 6319 4954.