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## NOTICE OF SPECIAL GENERAL MEETING

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### MEDTECS INTERNATIONAL CORPORATION LIMITED

(Incorporated in Bermuda)

*All capitalised terms used in the resolution(s) below and defined in the Circular dated 13 October 2023 to the shareholders of the Company (the "Circular") shall, unless otherwise defined herein, have the respective meanings ascribed to them in the Circular.*

**NOTICE IS HEREBY GIVEN** that a special general meeting (the "**SGM**") of Medtecs International Corporation Limited (the "**Company**") will be held at 600 North Bridge Road, #05-01 Parkview Square, Singapore 188778 on Monday, 30 October 2023 at 9 a.m. (Singapore time) for the purpose of considering and, if thought fit, passing with or without modifications the following resolution(s):

#### ORDINARY RESOLUTION

##### THE PROPOSED CHANGE OF AUDITOR

Resolved that:

- (a) the resignations of Ernst & Young LLP ("**EY SG**") as the Company's lead auditor and SyCip Gorres Velayo & Co ("**SGV & Co**") as the Company's component auditor be and are hereby noted and accepted, and that Baker Tilly, having expressed its consent to act, be and is hereby appointed as auditor of the Company in place of EY SG and SGV & Co, and to hold office until the conclusion of the next annual general meeting of the Company, at remuneration and on such terms as may be agreed by the Directors with Baker Tilly; and
- (b) the Directors or any of them be and is hereby authorised to exercise such discretion to complete and do all such acts and things, including without limitation, to sign, seal, execute and deliver all such documents and deeds, and to approve any amendment, alteration or modification to any documents, as they or he may consider necessary, desirable or expedient or in the interest of the Company to give effect to this resolution as they or he may think fit.

#### BY ORDER OF THE BOARD

Clement Yang Ker-Cheng  
Executive Chairman

13 October 2023

#### Notes:

1. A Shareholder who is a natural person and entitled to attend, speak and vote at the SGM and hold two (2) or more shares is entitled to appoint not more than two (2) proxies to attend, speak and vote in his/her stead. A proxy need not be a Shareholder. A Shareholder who is not a natural person and entitled to attend, speak and vote at the SGM is entitled to appoint more than two (2) proxies to attend, speak and vote in his/her stead.
2. Where a Shareholder appoints more than one (1) proxy, the appointments shall be invalid unless he/she specifies the proportion of his/her holding (expressed as a percentage of the whole) to be represented by each proxy.
3. The SGM will be held in a wholly physical format at 600 North Bridge Road, #05-01 Parkview Square, Singapore 188778. There will be no option for Shareholders to participate virtually.
4. Attendees must bring their original NRIC/Passport for verification and registration on the day of the SGM.
5. Documents and information relating to the SGM (including the Circular, this Notice of SGM, and the Proxy Forms) are electronically available on the Company's website at <https://www.medtecs.com/investor-relations/agm-and-sgm/> and on SGXNET at <https://www.sgx.com/securities/company-announcements>.

Printed copies of the Circular will not be despatched to Shareholders, unless otherwise requested. For Shareholders' convenience, printed copies of (a) this Notice of SGM, (b) the Proxy Forms and (c) a request form (to request for printed copies of the Circular) ("**Request Form**") have been despatched to Shareholders.

To receive a physical copy of the Circular, please complete and return the Request Form to the office of the Company's Share Transfer Agent, Boardroom Corporate & Advisory Services Pte. Ltd. at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632 no later than 19 October 2023. Alternatively, you may email the completed Request Form to [medtecs@boardroomlimited.com](mailto:medtecs@boardroomlimited.com) no later than 19 October 2023. A printed copy of the Circular will then be sent to the address specified by the Shareholders at his/her/its own risk.

#### 6. Questions and answers and minutes of the SGM

Shareholders and persons who hold Shares through a relevant intermediary (including SRS investors), or where applicable, their appointed proxy(ies) are strongly encouraged to submit to the Company, questions related to the resolution(s) to be tabled for approval at the SGM in advance of the SGM. In order to do so, their questions must be received by the Company no later than 5 p.m. (Singapore time) on 20 October 2023, being at least seven (7) calendar days from the Notice of SGM. Such questions may be submitted in the following manner:

- (a) Shareholders (including SRS investors) may submit their questions electronically by email to [medtecs@boardroomlimited.com](mailto:medtecs@boardroomlimited.com) or by post or by depositing at the office of the Company's Share Transfer Agent, Boardroom Corporate & Advisory Services Pte. Ltd. at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632;
- (b) persons who hold Shares through relevant intermediaries (other than SRS investors) may submit questions through their relevant intermediary, who in turn may submit a consolidated list of questions to the Company's Share Transfer Agent, Boardroom Corporate & Advisory Services Pte. Ltd. by email to [medtecs@boardroomlimited.com](mailto:medtecs@boardroomlimited.com); or
- (c) Shareholders and persons who hold Shares through a relevant intermediary (including SRS investors) who submit questions in advance of the SGM should provide the following information to the Company (or, in the case of persons who hold Shares through a relevant intermediary, their relevant intermediary) for verification purposes:
  - (i) the Shareholder's full name;
  - (ii) the Shareholder's address, contact number and email; and
  - (iii) the manner in which the Shareholder holds Shares (e.g. if you hold Shares directly, please provide your NRIC/Passport No.; otherwise, please state if you hold your Shares through SRS, or through a relevant intermediary).

"**relevant intermediary**" means:

- (a) a banking corporation licensed under the Banking Act 1970 of Singapore, or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds Shares in that capacity;
- (b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act 2001 of Singapore, and who holds Shares in that capacity; or
- (c) the Central Provident Fund Board ("**CPF Board**") established by the Central Provident Fund Act 1953 of Singapore, in respect of Shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the CPF Board holds those Shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

Shareholders attending the SGM may also ask questions at the SGM. The Company will endeavour to address all substantial and relevant questions (which are related to the resolution(s) to be tabled for approval at the SGM) submitted in advance of the SGM and received by 5 p.m. (Singapore time) on 20 October 2023, being at least seven (7) calendar days from the Notice of SGM. The Company will publish the responses to those questions which the Company will not be addressing during the SGM, on the Company's website and on SGXNET prior to the SGM. Where substantially similar questions are received, the Company will consolidate such questions and consequently not all questions may be individually addressed.

The Company will publish the minutes of the SGM within one (1) month after the SGM on the Company's website at <https://www.medtecs.com/investor-relations/agm-and-sgm/> and on SGXNET at <https://www.sgx.com/securities/company-announcements> and the minutes will include the responses to the substantial and relevant questions received from Shareholders which are addressed during the SGM.

#### 7. Voting, or appointing proxy(ies) to vote, at the SGM

A Shareholder who wishes to exercise his/her/its voting rights at the SGM may: (a) vote at the SGM in person or (b) appoint proxy(ies) to vote on his/her/its behalf at the SGM. A Shareholder who wishes to submit an instrument appointing proxy(ies) must complete the accompanying Proxy Form before submitting it in the manner set out below. Printed copies of the Proxy Forms have been despatched to Shareholders and the Proxy Forms may also be accessed at the Company's website at <https://www.medtecs.com/investor-relations/agm-and-sgm/> and on SGXNET at <https://www.sgx.com/securities/company-announcements>.

Where a Shareholder appoints proxy(ies), he/she/it may give specific instructions as to voting, or abstentions from voting, in respect of the resolution(s) in the Proxy Form, failing which the proxy(ies) will vote or abstain from voting at his/her/their

discretion, as he/she/they may on any other matter arising at the SGM.

The Proxy Form must be deposited with the Company's Share Transfer Agent, Boardroom Corporate & Advisory Services Pte. Ltd., in the following manner:

- (a) if submitted by post, be lodged at the office of the Company's Share Transfer Agent, Boardroom Corporate & Advisory Services Pte. Ltd. at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632; or
- (b) if submitted electronically, be submitted by email to [medtecs@boardroomlimited.com](mailto:medtecs@boardroomlimited.com),

no later than 9 a.m. (Singapore time) on 28 October 2023, being not less than 48 hours before the time fixed for the SGM.

Note: Please refer to the Notes to the Proxy Form for additional documentary requirements in the event the Proxy Form is signed by an attorney or duly authorised officer or executor(s) on behalf of a deceased individual's estate.

Proxy Forms can be downloaded from the Company's website at <https://www.medtecs.com/investor-relations/aggm-and-aggm/> and on SGXNET at <https://www.sgx.com/securities/company-announcements>. In the Proxy Form, a Shareholder should specifically direct the proxy on how he/she is to vote for, vote against, or abstain from voting on, each of the resolution(s) to be tabled at the SGM. All valid votes cast via proxy on each resolution will be counted. If no specific direction as to voting is given, the proxy (including the Chairman of the SGM) may vote or abstain from voting at his/her discretion.

Completion and submission of the Proxy Form shall not preclude a Shareholder from attending, speaking and voting at the SGM. Any appointment of a proxy or proxies (including the Chairman of the SGM) shall be deemed to be revoked if a Shareholder attends the SGM, and in such event, the Company reserves the right to refuse to admit any person or persons appointed under the Proxy Form to the SGM.

#### 8. Relevant intermediaries

Persons who hold Shares through relevant intermediaries, other than SRS investors, and who wish to participate in the SGM should contact the relevant intermediary through which they hold such Shares as soon as possible. Persons who hold Shares through relevant intermediaries, other than SRS investors, may (i) vote at the SGM if they are appointed as proxies by their respective relevant intermediaries; or (ii) specify their voting instructions to/arrange for their votes to be submitted with their respective relevant intermediaries, and should contact their respective relevant intermediaries as soon as possible in order for the necessary arrangements to be made.

SRS investors may (a) vote at the SGM if they are appointed as proxies by their respective SRS Operators, and should contact their respective SRS Operators if they have any queries regarding their appointment as proxies; or (b) specify their voting instructions to/arrange for their votes to be submitted with their respective SRS Operators, and should approach their respective SRS Operators as soon as possible in order for the necessary arrangements to be made.

#### 9. In accordance with the requirements of Rule 712(3) of the Catalist Rules:

- (a) each of EY SG and SGV & Co has confirmed by way of a letter dated 13 October 2023 that it is not aware of any professional reasons why Baker Tilly should not accept the appointment as auditor of the Company;
- (b) the Company confirms that there were no disagreements with each of EY SG and SGV & Co on accounting treatments within the last 12 months up to the date of resignation, being 13 October 2023;
- (c) the Company confirms that the Company is not aware of any circumstances connected with the Proposed Change of Auditor that should be brought to the attention of the Shareholders which has not been disclosed in the Circular;
- (d) the Company confirms that the specific reasons for the Proposed Change of Auditor are disclosed in Section 2.1 of the Circular. The Proposed Change of Auditor is neither due to the dismissal of EY SG or SGV & Co, nor EY SG or SGV & Co declining to stand for election. In addition, none of EY SG and SGV & Co were dismissed or directed by the SGX-ST to be replaced under Rule 305(1)(eb) of the Catalist Rules; and
- (e) the Company confirms that it is or will be in compliance with Rules 712 and 715 of the Catalist Rules in relation to the appointment of Baker Tilly as auditor of the Company and the Singapore-incorporated subsidiaries of the Company, and the continued engagement of SGV & Co as auditor of the Company's significant subsidiaries incorporated in the Philippines.

#### **Personal data privacy:**

By (a) submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the SGM and/or any adjournment thereof, and/or (b) submitting any question to the Company prior to or during the SGM in accordance with this Notice of SGM, a Shareholder (including SRS investors):

- (i) consents to the collection, use and disclosure of the personal data of the Shareholder by the Company (or its agents or service providers) for the following purposes (collectively, the "**Purposes**"):
  - (aa) the processing and administration by the Company (or its agents or service providers) of the appointment of a proxy(ies) to vote at the SGM (including any adjournment thereof),

- (bb) the processing of any registration for purposes of verifying the status of Shareholders, granting access to Shareholders to the SGM and providing them with any technical assistance where necessary,
  - (cc) the addressing of relevant and substantial questions received from Shareholders in advance of the SGM and, if necessary, the following up with the relevant Shareholders in relation to such questions,
  - (dd) the preparation and compilation of the attendance lists, minutes, and other documents relating to the SGM (including any adjournment thereof), and
  - (ee) in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines; and
- (ii) (where the Shareholder is a relevant intermediary and discloses the personal data of a person (who holds Shares through the Shareholder as relevant intermediary) to the Company (or its agents or service providers)):
- (aa) warrants that the Shareholder has obtained the prior consent of such person for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such person for the Purposes,
  - (bb) agrees to provide the Company with written evidence of such prior consent upon reasonable request, and
  - (cc) agrees that the Shareholder will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the Shareholder's breach of warranty.

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This document has been prepared by the Company and its contents have been reviewed by the Company's sponsor, R & T Corporate Services Pte. Ltd. ("**Sponsor**"), for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited ("**Exchange**").

This document has not been examined or approved by the Exchange. The Exchange assumes no responsibility for the contents of this document including the correctness of any of the statements or opinions made or reports contained in this document.

The contact persons for the Sponsor are Ms Evelyn Wee (Telephone Number: +65 6232 0724) and Mr. Howard Cheam Heng Haw (Telephone Number: +65 6232 0685), R & T Corporate Services Pte. Ltd., at 9 Straits View, Marina One West Tower, #06-07 Singapore 018937.