

CIRCULAR DATED 6 SEPTEMBER 2022

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. PLEASE READ IT CAREFULLY.

IF YOU ARE IN ANY DOUBT AS TO THE COURSE OF ACTION YOU SHOULD TAKE, YOU SHOULD CONSULT YOUR STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT, TAX ADVISER OR OTHER INDEPENDENT PROFESSIONAL ADVISER IMMEDIATELY.

Capitalised terms appearing on the cover of this Circular have the same meanings as defined herein.

If you have sold or transferred all your shares in the capital of Medtecs International Corporation Limited (the "**Company**") and together with its subsidiaries, the "**Group**"), you should immediately inform the purchaser, transferee, bank, stockbroker or agent through whom the sale or transfer was effected for onward notification to the purchaser or transferee, that this Circular (together with the Notice of Special General Meeting and accompanying Proxy Forms) may be accessed at the Company's website at: <http://www.medtecs.com/investor-relations> and SGXNET.

This Circular has been prepared by the Company and its contents have been reviewed by the Company's Sponsor, R & T Corporate Services Pte. Ltd. (the "**Sponsor**") for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited (the "**Exchange**"). The Sponsor has not independently verified the contents of this Circular, including the accuracy or completeness of any of the figures used, statements, opinions or other information made or disclosed.

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

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

This Circular has been made available on SGXNET and the Company's website and may be accessed at: <https://www.medtecs.com/investor-relations/shareholders-resources/>. **A printed copy of this Circular will NOT be despatched to Shareholders.** To receive a physical copy of this Circular, please email investor.relations@medtecs.com with your full name, contact number and delivery address.

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, alternative arrangements have been put in place to allow Shareholders to participate at the SGM (as defined below) by (a) watching the SGM proceedings via live audio-and-video webcast or listening to the SGM proceedings via live audio feed, (b) submitting questions in advance of the SGM, and/or (c) voting by appointing the Chairman of the SGM as proxy at the SGM.

Please refer to Section 7 of this Circular for further information, including the steps to be taken by Shareholders to participate at the SGM.



MEDTECS INTERNATIONAL CORPORATION LIMITED
(Incorporated in Bermuda)

CIRCULAR TO SHAREHOLDERS IN RELATION TO (1) THE PROPOSED APPOINTMENT OF ERNST & YOUNG LLP, SINGAPORE AS JOINT AUDITORS AND (2) THE PROPOSED AMENDMENTS TO THE BYE-LAWS OF THE COMPANY

IMPORTANT DATES AND TIMES

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| Last date and time to submit questions for the Special General Meeting | : | 15 September 2022 at 5 p.m. (Singapore time) |
| Last date and time to pre-register online to attend the Special General Meeting | : | 27 September 2022 at 3 p.m. (Singapore time) |
| Last date and time for lodgement of Proxy Form | : | 27 September 2022 at 3 p.m. (Singapore time) |
| Date and time of the Special General Meeting | : | 29 September 2022 at 3 p.m. (Singapore time) |
| Place of the Special General Meeting | : | Seletar Room, Holiday Inn Atrium, 317 Outram Road, Singapore 169075. Notwithstanding the place in which the SGM is to be held physically and attended in person by the Chairman, Directors and/or representatives of the Company present at the location of the SGM, the SGM may only be attended by Shareholders by way of electronic means. Please refer to Section 7 of this Circular for further details. |

TABLE OF CONTENTS

| CONTENTS | PAGE |
|--|-------------|
| 1. INTRODUCTION..... | 6 |
| 2. THE PROPOSED APPOINTMENT OF JOINT AUDITORS | 7 |
| 3. THE PROPOSED AMENDMENTS TO THE BYE-LAWS..... | 10 |
| 4. INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS | 12 |
| 5. DIRECTORS' RECOMMENDATION | 12 |
| 6. SPECIAL GENERAL MEETING | 12 |
| 7. ACTION TO BE TAKEN BY SHAREHOLDERS | 13 |
| 8. DIRECTORS' RESPONSIBILITY STATEMENT | 15 |
| 9. DOCUMENTS AVAILABLE FOR INSPECTION..... | 16 |
| APPENDIX 1 - PROPOSED AMENDMENTS TO THE BYE-LAWS..... | 17 |

DEFINITIONS

In this Circular, the following definitions shall apply throughout unless the context otherwise requires:

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| "Accountants Act" | : The Accountants Act 2004 of Singapore, as amended, supplemented or modified from time to time |
| "ACRA" | The Accounting and Corporate Regulatory Authority of Singapore |
| "Amended Bye-laws" | : The amended Bye-laws of the Company following the adoption of the Proposed Amendments to the Bye-laws upon Shareholders' approval at the SGM |
| "Audit Committee" | : The audit committee of the Company, comprising Lim Tai Toon, Carol Yang Xiao-Qing and Nieh Chien-Chung as at the Latest Practicable Date |
| "Bermuda Companies Act" | : The Companies Act 1981 of Bermuda, as amended, supplemented or modified from time to time |
| "Board" | : The board of Directors of the Company as at the Latest Practicable Date |
| "Bye-laws" | : The Bye-laws of the Company, as amended, varied or supplemented from time to time |
| "Catalist" | : The sponsor-supervised listing platform of the SGX-ST |
| "Catalist Rules" | : Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited's Listing Manual, as amended, modified and supplemented from time to time |
| "CDP" | : The Central Depository (Pte) Limited |
| "Circular" | : This circular to Shareholders dated 6 September 2022 in relation to the Proposed Appointment of Joint Auditors and the Proposed Amendments to the Bye-laws |
| "Company" | : Medtecs International Corporation Limited |
| "Depositor Proxy Form" | : The depositor proxy form in respect of the SGM to be despatched to the Depositors |
| "Directors" | : The directors of the Company as at the Latest Practicable Date |
| "Existing Bye-laws" | : The Bye-laws currently in force as at the Latest Practicable Date |
| "EY" | : The global organisation of the member firms of EYG collectively |
| "EYG" | : Ernst & Young Global Limited |
| "EY SG" | : Ernst & Young LLP, Singapore |

DEFINITIONS

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| "Group" | : The Company and its subsidiaries, collectively |
| "Investors" | : Has the meaning ascribed to it under Section 7.1 of this Circular |
| "Latest Practicable Date" | : 5 September 2022, being the latest practicable date prior to the issue of this Circular |
| "Notice of SGM" | : The notice of the SGM as set out on pages N-1 to N-5 of this Circular |
| "Proposed Amendments to the Bye-laws" | : The proposed amendments to the Existing Bye-laws as set out in Appendix 1 to this Circular |
| "Proposed Appointment of Joint Auditors" | : The proposed appointment of EY SG as joint auditors of the Company, to jointly audit the financial statements of the Group with the existing auditors, SGV & Co |
| "Proxy Forms" | : The Shareholder Proxy Form and the Depositor Proxy Form, and " Proxy Form " means the Shareholder Proxy Form or the Depositor Proxy Form, as the context may require |
| "Q&A Deadline" | : Has the meaning ascribed to it under Section 7.1 of this Circular |
| "Registration Deadline" | : Has the meaning ascribed to it under Section 7.1 of this Circular |
| "Responses to Q&A" | : Has the meaning ascribed to it under Section 7.1 of this Circular |
| "Securities Accounts" | : Securities accounts maintained by Depositors with CDP, but not including securities sub-accounts maintained with a Depository Agent |
| "SFA" | : The Securities and Futures Act 2001 of Singapore, as amended, supplemented or modified from time to time |
| "SGM" | : The special general meeting of the Company to be convened on 29 September 2022 (or any adjournment thereof), the notice of which is set out on pages N-1 to N-5 of this Circular |
| "SGV & Co" | : Messrs SyCip Gorres Velayo & Co. |
| "SGX-ST" or "Exchange" | : Singapore Exchange Securities Trading Limited |
| "Shareholder Proxy Form" | : The shareholder proxy form in respect of the SGM to be despatched to Shareholders |
| "Shareholders" | : Registered holders of Shares in the Company's Register of Members, except that where the registered holder is CDP, the term " Shareholders " shall, in relation to such Shares held by CDP and where the context permits, mean the persons named as Depositors in the Depository Register maintained by the CDP and whose Securities Accounts maintained by the CDP are credited with those Shares |

DEFINITIONS

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|---------------------------|---|
| "Shares" | : Ordinary shares of par value US\$0.05 each in the capital of the Company, and each a "Share" |
| "Singapore Companies Act" | : The Companies Act 1967 of Singapore, as amended, supplemented or modified from time to time |
| "SRS" | : Supplementary Retirement Scheme |
| "SRS Investor" | : An investor who holds Shares under the SRS |
| "Substantial Shareholder" | : A person (including a corporation) who has an interest, directly or indirectly, in one or more voting Shares and the total votes attached to such Share(s) is not less than 5.0% of the total votes attached to all the voting Shares (excluding any treasury Shares) |
| "%" or "per cent" | : Per centum or percentage |

The terms "**subsidiary**", "**subsidiary holdings**", "**holding company**" and "**associated company**" shall have the meanings ascribed to it in the Catalyst Rules and Section 5 of the Singapore Companies Act, as the case may be.

The terms "**Depositor**", "**Depository Agent**" and "**Depository Register**" have the same meanings ascribed to them respectively in Section 81SF of the SFA or any statutory modification thereof, as the case may be.

Words importing the singular shall, where applicable, include the plural and *vice versa*, and words importing the masculine gender shall, where applicable, include the feminine and neuter genders and *vice versa*. References to persons shall include corporations where applicable.

Any reference in this Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any term defined under the Bermuda Companies Act, the SFA, the Catalyst Rules, or any statutory or regulatory modification thereof and used in this Circular shall, where applicable, have the meaning assigned to it under the Bermuda Companies Act, the SFA, the Catalyst Rules, or such statutory or regulatory modification thereof, as the case may be, unless otherwise provided.

The headings in this Circular are inserted for convenience only and shall be ignored in construing this Circular.

Any reference to a date and/or time of day in this Circular shall be a reference to Singapore date and time unless otherwise stated.

All discrepancies in the figures included herein between the listed amounts and totals thereof are due to rounding. Accordingly, figures shown as totals in this Circular may not be an arithmetic aggregation of the figures that precede them.

Rajah & Tann Singapore LLP has been appointed as the legal adviser to the Company as to Singapore law in relation to the Proposed Appointment of Joint Auditors and the Proposed Amendments to the Bye-laws. Conyers Dill & Pearman Pte. Ltd. has been appointed as the legal adviser to the Company as to Bermuda law in relation to the Proposed Appointment of Joint Auditors and the Proposed Amendments to the Bye-laws.

LETTER TO SHAREHOLDERS

MEDTECS INTERNATIONAL CORPORATION LIMITED

(Incorporated in Bermuda)

BOARD OF DIRECTORS

Mr. Clement Yang Ker-Cheng (*Executive Chairman*)
Mr. William Yang Weiyuan (*Deputy Chairman, Executive Director and Chief Executive Officer*)
Mr. Lim Tai Toon (*Lead Independent Director*)
Ms. Carol Yang Xiao-Qing (*Independent Director*)
Dr. Nieh Chien-Chung (*Independent Director*)

REGISTERED OFFICE:

Clarendon House
2 Church Street,
Hamilton HM 11,
Bermuda

6 September 2022

To: **The Shareholders of Medtecs International Corporation Limited**

Dear Sir / Madam

(1) THE PROPOSED APPOINTMENT OF ERNST & YOUNG LLP, SINGAPORE AS JOINT AUDITORS OF THE COMPANY; AND

(2) THE PROPOSED AMENDMENTS TO THE BYE-LAWS OF THE COMPANY

1. INTRODUCTION

1.1. The Board is convening the SGM to be held on 29 September 2022 at 3 p.m. (Singapore time) at Seletar Room, Holiday Inn Atrium, 317 Outram Road, Singapore 169075 to seek Shareholders' approval for:

- (a) the proposed appointment of EY SG as joint auditors of the Company (the "**Proposed Appointment of Joint Auditors**") to jointly audit the financial statements of the Group with the existing auditors, SGV & Co (a member firm of Ernst & Young Global Limited ("**EYG**")); and
- (b) the proposed amendments to the Existing Bye-laws (the "**Proposed Amendments to the Bye-laws**") to, *inter alia*, allow for electronic communication of documents or information relating to proxies for a general meeting and the holding of general meetings as electronic and/or hybrid meetings.

Notwithstanding the place in which the SGM is to be held physically and attended in person by the Chairman, Directors and/or representatives of the Company present at the location of the SGM, the SGM may only be attended by Shareholders by way of 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, alternative arrangements have been put in place to allow Shareholders to participate at the SGM by (a) watching the SGM proceedings via live audio-and-video webcast or listening to the SGM proceedings via live audio feed, (b) submitting questions in advance of the SGM, and/or (c) voting by appointing the Chairman of the SGM as proxy at the SGM. Please refer to Section 7 below for further details on the alternative arrangements for the SGM.

1.2. The purpose of this Circular is to provide Shareholders with relevant information pertaining to, and to explain the rationale for the Proposed Appointment of Joint Auditors and the Proposed Amendments to the Bye-laws, as well as to seek Shareholders' approval for the Proposed Appointment of Joint Auditors and the Proposed Amendments to the Bye-laws to be tabled at the forthcoming SGM. The Notice of SGM is set out on pages N-1 to N-5 of this Circular.

LETTER TO SHAREHOLDERS

- 1.3. The SGX-ST takes no responsibility for the accuracy of any statements or opinions made in this Circular.

2. THE PROPOSED APPOINTMENT OF JOINT AUDITORS

2.1 Background and Rationale

- 2.1.1 Rule 712(2) of the Catalist Rules requires that the auditing firm appointed by an issuer must be:

- (a) approved under the Accountants Act. The audit partner-in-charge assigned to the audit must be a public accountant under the Accountants Act;
- (b) approved by, registered with and/or regulated by an independent audit oversight body acceptable to the Exchange. Such oversight bodies should be members of the International Forum of Independent Audit Regulators, independent of the accounting profession and directly responsible for the system of recurring inspection of accounting firms or are able to exercise oversight of inspections undertaken by professional bodies. Where applicable, the audit partner-in-charge assigned to the audit should be approved by, registered with or regulated by a relevant audit oversight body acceptable to the Exchange; or
- (c) any other auditing firm acceptable by the Exchange.

- 2.1.2 At the last annual general meeting of the Company held on 29 April 2022, SGV & Co was re-appointed as auditors of the Company to hold office until the close of the next annual general meeting of the Company. SGV & Co and the audit partner-in-charge from SGV & Co assigned to the audit, Mr Alvin M Pinpin, each meet the requirements in Rule 712(2)(b) above.

- 2.1.3 Notwithstanding the above, pursuant to Rule 712(2A) of the Catalist Rules (which came into effect on 12 February 2021), where an issuer appoints an auditing firm that meets the requirements in Rule 712(2)(b), it must also appoint an additional auditing firm that meets the requirements in Rule 712(2)(a), to jointly audit its financial statements.

- 2.1.4 For the purpose of compliance with Rule 712(2A) of the Catalist Rules, the Board is of the view that it would be appropriate to appoint EY SG as joint auditors to jointly audit the financial statements of the Group with SGV & Co.

- 2.1.5 EY SG is an auditing firm which is approved under the Accountants Act and the audit-partner-in-charge from EY SG proposed to be assigned to the joint audit of the Group, Mr Yong Kok Keong, is a public accountant under the Accountants Act. Accordingly, EY SG and the audit partner-in-charge from EY SG assigned to the joint audit each meet the requirements in Rule 712(2)(a) of the Catalist Rules.

- 2.1.6 The Audit Committee is of the opinion that EY SG is well suited to meet the existing needs and audit requirements of the Group and is likely to enhance the value of the audit having considered the following:

- (a) that SGV & Co is a member firm of EYG. Under the regulations of EYG, member firms undertake the implementation of EY global strategies and plans, and work to maintain the prescribed scope of service capability and are required to comply with common standards, methodologies and policies, including those regarding audit methodology, quality and risk management, independence, knowledge sharing, talent and technology. Member firms are subject to reviews to evaluate adherence to EYG requirements and policies governing issues, such as independence, quality and risk management, audit methodology and human resources.¹ Given that both SGV & Co and EY SG are within the EYG network, the Company anticipates that SGV & Co and

¹ This information was extracted from "Transparency Report 2021 of ICS Ernst & Young SRL" published by Ernst & Young SRL, which can be accessed at: https://assets.ey.com/content/dam/ey-sites/ey-com/en_md/transparency-report/ey-fy21-transparency-report-en1.pdf, data accessed on the Last Practicable Date.

LETTER TO SHAREHOLDERS

EY SG would be able to cooperate efficiently as joint auditors since the same standards, methodologies and policies are adopted by both firms; and

- (b) the number of staff in the audit engagement team, the seniority of the audit team members of EY SG, and that EY SG, as the auditors of the Company's Singapore-incorporated subsidiaries and significant associated companies, have developed a keen understanding of the Group's business and operations.

2.1.7 In light of the abovementioned rationale, the Board proposes to appoint EY SG as joint auditors of the Company to jointly audit the financial statements of the Group with SGV & Co. EY SG has, on 12 August 2022, given provisional consent to act as auditors of the Company, subject to the approval of Shareholders being obtained at the SGM for the Proposed Appointment of Joint Auditors.

2.1.8 The audit will be performed in accordance with the Singapore Standards on Auditing to form an opinion on whether the consolidated financial statements give a true and fair view or otherwise.

2.1.9 The Proposed Appointment of Joint Auditors is subject to the approval of the Shareholders at the SGM. Following Shareholders' approval of the Proposed Appointment of Joint Auditors, EY SG will be appointed as joint auditors of the Company to jointly audit the financial statements of the Group with SGV & Co. The quality and scope of audit services to be provided by EY SG as joint auditors will be comparable to the services currently provided by SGV & Co.

2.2 Requirements under Rule 712(3) of the Catalist Rules

In accordance with the Rule 712(3) of the Catalist Rules:

- (a) in respect of Rule 712(3)(a), (b), (c) and (d), the approval being sought at the upcoming SGM is not in relation to any outgoing auditors or change of auditors;
- (b) in respect of Rule 712(3)(e), the Company confirms that it complies with Rules 712 and 715 of the Catalist Rules in relation to the Proposed Appointment of Joint Auditors. In particular, following the appointment of EY SG as joint auditors of the Company, the Company will be in compliance with Rule 712(2A) of the Catalist Rules; and
- (c) in respect of Rule 712(3)(f), please refer to the rationale for the appointment of EY SG as joint auditors to meet the Exchange's requirements in Rule 712(2A) as elaborated under Section 2.1 above.

2.3 Requirements under Rule 715 of the Catalist Rules

The Board confirms that upon the Shareholders' approval of the Proposed Appointment of Joint Auditors, EY SG will become the auditors of the Company and the auditors of its Singapore-incorporated subsidiaries and significant associated companies. EY SG has been the auditors of the Singapore-incorporated subsidiaries and significant associated companies of the Company since the financial year ended 31 December 1999. SGV & Co will remain as the auditors of the significant foreign-incorporated subsidiaries and associated companies of the Company.

2.4 Requirements under the Bermuda Companies Act

2.4.1 Section 89(3) of the Bermuda Companies Act provides that a person, other than an incumbent auditor, shall not be capable of being appointed auditor at a general meeting of a company unless notice in writing of an intention to nominate that person to the office of auditor has been given not less than 21 days before the general meeting; and the company shall send a copy of any such notice to the incumbent auditor, and shall give notice thereof to the members of the company, either by advertisement in an appointed newspaper in Bermuda or in any other mode provided by the bye-laws of the company, not less than seven (7) days before the general meeting. However, the foregoing requirements may be waived by a written notice from the incumbent auditor to the secretary of the company.

LETTER TO SHAREHOLDERS

- 2.4.2 The Company has received a notice of intention dated 5 August 2022 to nominate EY SG to the office of joint auditors of the Company from a director of the Company, William Yang Weiyuan, and in compliance with the requirements of the Bermuda Companies Act, the Company (a) has given a copy of the notice to its incumbent auditors, SGV & Co, on 19 August 2022, and (b) is giving notice thereof to its Shareholders pursuant to this Circular and the attached Notice of SGM.

2.5 Information on EY SG

The information on EY SG provided below was provided to the Company by EY SG and their representatives. The Board has not conducted an independent review or verification of the accuracy of the statements and information below.

- 2.5.1 EY SG, registered with ACRA and approved under the Accountants Act, is one of the largest professional service firms in Singapore, and is among the largest accounting firms in Singapore. EY SG has more than 130 years of experience providing audit, tax and professional services to Singapore and the global markets and employs more than 230,000 people globally including over 1,600 employees in the audit service line of the Singapore office. EY SG has relevant industry experience with audit clients with similar business activities to that of the Group, including companies listed on the SGX-ST in the industries of diversified investment, retail and distribution.
- 2.5.2 For the joint audit of the Group, the audit engagement team from EY SG will comprise the following professionals: three (3) audit associates, one (1) senior audit associates, one (1) audit managers and one (1) audit partners-in-charge. In addition, the joint audit of the Group by EY SG will also be reviewed by a concurring partner and an independent quality control reviewer.
- 2.5.3 The Audit Committee had also considered the Audit Quality Indicators listed in the ACRA's Audit Quality Indicators Disclosure Framework in its selection of EY SG as the Group's joint auditors.

2.6 Information on the Audit Partner-in-Charge from EY SG

The information on the audit partner-in-charge provided below was provided to the Company by EY SG and their representatives. The Board has not conducted an independent review or verification of the accuracy of the statements and information below

- 2.6.1 Mr Yong Kok Keong, a partner with EY SG, will be assigned to the joint audit of the Group as the lead audit partner-in-charge from EY SG. He is a member of the Institute of Singapore Chartered Accountants and is a public accountant under the Accountants Act. He has more than 25 years of experience in providing audit and assurance services to a variety of clients, including public companies listed on the SGX-ST. His significant past and present audit clients include multinationals, public and private companies and statutory boards across a diversified range of industries, which includes technology, real estate, construction & hospitality, resources and transportation and consumer products. He also has experience in initial public offerings and due diligence projects.
- 2.6.2 The Audit Committee has enquired and received confirmation from Mr Yong Kok Keong and EY SG that Mr Yong Kok Keong passed the Practice Monitoring Programme review by ACRA on his previous audit engagements and received no adverse feedback from such previous exercises.

2.7 Opinion of the Audit Committee

The Audit Committee has reviewed and deliberated on the Proposed Appointment of Joint Auditors and recommended the same for approval by the Board after taking into consideration various factors including, *inter alia*, the suitability of EY SG as set out in Section 2.1 above, the Audit Quality Indicators Disclosure Framework issued by ACRA and the relevant requirements under the Catalyst Rules.

3. THE PROPOSED AMENDMENTS TO THE BYE-LAWS

3.1 Background and Rationale

- 3.1.1 The Existing Bye-laws were adopted by the Company on 19 September 1999 and amended by special resolution of the shareholders of the Company at the special general meeting of the Company held on 26 April 2019. Since then, there have been amendments to the Catalyst Rules, which include, *inter alia*, allowing electronic communication of notices and documents and allowing general meetings to be held by way of electronic and/or hybrid meetings, subject to compliance with relevant laws and regulations.
- 3.1.2 The Existing Bye-laws do not provide for electronic communication for the receipt of documents or information relating to proxies for a general meeting or the holding of electronic and/or hybrid meetings. Accordingly, the Company is proposing to amend the Existing Bye-laws under the Proposed Amendments to the Bye-laws, *inter alia*, to allow for electronic communication of documents or information relating to proxies for a general meeting and the holding of general meetings as electronic and/or hybrid meetings. Allowing electronic communication of documents or information relating to proxies for a general meeting will enable greater efficiency, convenience and cost savings in the communication and receipt of such documents and information and it is also in line with good environmental sustainability practices which the Company strives towards. Having the option to hold general meetings by way of electronic and/or hybrid meetings affords flexibility for the Company and allows Shareholders to attend electronically if they are unable to be present physically.
- 3.1.3 The Proposed Amendments to the Bye-laws are subject to Shareholders' approval by way of a special resolution to be passed at the SGM and if so approved by the Shareholders, shall take effect immediately after the SGM.

3.2 Summary and Rationale of the Proposed Amendments to the Bye-laws

- 3.2.1 A summary of the key Proposed Amendments to the Bye-laws and a brief explanation of the basis and reason(s) for the Proposed Amendments to the Bye-laws is set out in this Section 3.2.

(a) Bye-law 1

It is proposed that Bye-law 1 be amended to include the definitions of "electronic", "electronic facilities", "electronic meeting", "Electronic Transactions Act", "hybrid meeting", "Meeting Location", "physical meeting" and "Principal Meeting Place". These are consequential amendments to allow the holding of general meetings electronically, in a hybrid manner and/or at alternative locations.

(b) Bye-law 56

It is proposed that Bye-law 56 be amended to provide for the Company's ability to hold general meetings as an electronic meeting or as a hybrid meeting, as may be determined by the Board in its absolute discretion. This gives the Company more flexibility in the holding of its general meetings, including the holding of general meetings during the COVID-19 pandemic or other similar situations in future.

(c) Bye-laws 63A to 63G

It is proposed that Bye-laws 63A to 63G are inserted to include arrangements in relation to, *inter alia*, participation by Shareholders who attend the general meetings electronically or at such other alternative location or locations as determined by the Board at its absolute discretion. The Directors are also proposing to insert the new Bye-law 63E to provide for the logistics in relation to electronic, hybrid and physical meetings that may have to be postponed by the Directors. These are consequential amendments

LETTER TO SHAREHOLDERS

to allow the holding of general meetings electronically, in a hybrid manner and/or at alternative locations.

(d) Bye-laws 65 and 68

It is proposed that Bye-laws 65 and 68 be amended to provide for the casting of votes electronically or otherwise, as the Directors or the chairman of the meeting may determine. These are consequential amendments to facilitate Shareholders' participation in general meetings held electronically, in a hybrid manner and/or at alternative locations.

(e) Bye-law 79

It is proposed that Bye-law 79 be amended to provide for electronic receipt by the Company of any document or information relating to proxies for a general meeting (including any instrument of proxy, any document necessary to show the validity of, or otherwise relating to, an appointment of proxy and notice of termination of the authority of a proxy). Allowing electronic communication and receipt of such documents and information will enable greater efficiency, convenience and cost savings in the communication of documents from the Shareholders to the Company, and it is also in line with good environmental sustainability practices which the Company strives towards.

(f) Bye-law 80

The Directors are proposing to amend Bye-law 80 to provide greater flexibility in relation to the validity of proxy appointments. The proposed amendment allows the Board to decide, either generally or in any particular case, to treat a proxy appointment as valid notwithstanding that the appointment or any of the information relating to proxies for a general meeting required under the Bye-laws has not been received in accordance with the requirements of the Bye-laws. Subject as aforesaid, if the proxy appointment and any of the information required under the Bye-laws is not received in the manner set out in the Bye-laws, the appointee shall not be entitled to vote in respect of the shares in question.

(g) Bye-law 159

It is proposed that Bye-law 159 be amended to include a provision on the deemed service of notices and documents that are published as an advertisement in a newspaper or other publication permitted under the Bye-laws, to provide clarity as to the day of deemed service of notices and documents served in such manner.

(h) Bye-law 165

It is proposed that Bye-law 165 be amended to remove the requirement for the prior written approval of the Designated Stock Exchange to be obtained for any rescission, alterations or amendments of or additions to the Company's Bye-laws as this is not required under the Catalist Rules or the Sponsor-supervised Catalist listing platform.

(i) Bye-laws 2, 58(2), 61, 63, 74, 76 and 81

The proposed amendments to Bye-laws 2, 58(2), 61, 63, 74, 76 and 81 are ancillary to or consequential to the proposed amendment of Bye-law 56 and the insertion of the new Bye-laws 63A to 63G.

3.2.2 Please note that this Section 3.2 only contains a summary of the key proposed amendments to the Existing Bye-laws and other general consequential amendments which are made solely to update certain provisions of the Existing Bye-laws are not set out in this Section 3.2. The Proposed Amendments to the Bye-laws are set out in full in Appendix 1 to this Circular. Shareholders are advised to read this Section 3.2 and Appendix 1 in its entirety before deciding

LETTER TO SHAREHOLDERS

on how they wish to vote on the special resolution relating to the Proposed Amendments to the Bye-laws.

- 3.3 The Company confirms that the Proposed Amendments to the Bye-laws are consistent with the Catalyst Rules, and in particular, comply with Rule 730 of the Catalyst Rules.

4. INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

4.1 Directors' Interests

The direct and deemed interests of the Directors and the Substantial Shareholders in the Shares as at the Latest Practicable Date are as follows:

| Directors | Direct Interest | | Deemed Interest ⁽²⁾ | |
|---------------------------------------|-----------------|------------------|--------------------------------|------------------|
| | No. of Shares | % ⁽¹⁾ | No. of Shares | % ⁽¹⁾ |
| Clement Yang Ker-Cheng ⁽³⁾ | 24,673,285 | 4.53 | 33,075,198 | 6.07 |
| William Yang Weiyuan ⁽⁴⁾ | - | - | 3,000,000 | 0.55 |
| Lim Tai Toon ⁽⁵⁾ | - | - | 20,000 | 0.004 |
| Carol Yang Xiao-Qing | - | - | - | - |
| Nieh Chien-Chung | - | - | - | - |

Notes:

- (1) Based on 544,911,240 Shares in issue (excluding treasury shares) as at the Latest Practicable Date.
(2) Deemed interests refer to interests determined pursuant to Section 4 of the SFA.
(3) Clement Yang Ker-Cheng is deemed to be interested in 18,506,621 Shares and 14,568,577 Shares held by South World Investment Ltd. and Maybank Kim Eng Securities Pte. Ltd., respectively.
(4) William Yang Weiyuan is deemed to be interested in 3,000,000 Shares acquired through his sub-brokerage account maintained with a Taiwan brokerage house.
(5) Lim Tai Toon is deemed to be interested in 20,000 Shares held by his wife, Mdm Wong Lai Kwan.

4.2 Substantial Shareholders' Interests

As at the Latest Practicable Date, based on the Register of Substantial Shareholders, there are no Substantial Shareholders other than Directors who are also Substantial Shareholders as set out above.

Save as disclosed above, other than through their respective shareholdings in the Company, none of the Directors or the Substantial Shareholders of the Company has any interest, whether directly or indirectly, in the Proposed Appointment of Joint Auditors or the Proposed Amendments to the Bye-laws.

5. DIRECTORS' RECOMMENDATION

The Directors, having considered, amongst others, the terms and rationale for the Proposed Appointment of Joint Auditors and the Proposed Amendments to the Bye-laws, are of the opinion that the Proposed Appointment of Joint Auditors and the Proposed Amendments to the Bye-laws are in the best interests of the Group and the Company and are not prejudicial to the interests of the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the Proposed Appointment of Joint Auditors and the Proposed Amendments to the Bye-laws at the SGM.

6. SPECIAL GENERAL MEETING

6.1 Date and time of SGM

The SGM, notice of which is set out on pages N-1 to N-5 of this Circular, will be held on 29 September 2022 at 3.00 p.m. (Singapore time) at Seletar Room, Holiday Inn Atrium, 317 Outram Road, Singapore 169075 for the purpose of considering and if, thought fit, passing, with or without modifications, the ordinary resolution and the special resolution as set out in the Notice of SGM.

6.2 No in-person attendance at SGM

Notwithstanding the place in which the SGM is to be held physically and attended in person by the Chairman, Directors and/or representatives of the Company present at the location of the SGM, the SGM may only be attended by Shareholders by way of 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, alternative arrangements have been put in place to allow Shareholders to participate at the SGM by (a) watching the SGM proceedings via live audio-and-video webcast or listening to the SGM proceedings via live audio feed, (b) submitting questions in advance of the SGM, and/or (c) voting by appointing the Chairman of the SGM as proxy at the SGM. Please refer to Section 7 below for further details on the alternative arrangements for the SGM.

7. ACTION TO BE TAKEN BY SHAREHOLDERS

7.1 Arrangements for the SGM

Notwithstanding the place at which the SGM is to be held physically and attended in person by the Chairman, Directors and/or representatives of the Company present at the location of the SGM, the SGM may only be attended by Shareholders by way of electronic means. The following arrangements have been put in place to allow Shareholders to participate at the SGM:

(a) Registration to attend the SGM

Shareholders will be able to watch the proceedings of the SGM through an audio-and-video webcast and an audio-only feed via their mobile phones, tablets or computers or listen to these proceedings through a "live" audio-only stream via telephone.

In order to do so, Shareholders must follow these steps:

- (i) Shareholders and SRS Investors who wish to follow the proceedings through a "live" audio-and-video webcast via their mobile phones, tablets or computers or listen to the proceedings through a "live" audio-only stream via telephone must pre-register at: <https://go.lumiengage.com/medtecs2022sgm> no later than 3 p.m. (Singapore time) on 27 September 2022 (the "**Registration Deadline**"). Following verification, an email containing instructions on how to access the "live" audio-and-video webcast and "live" audio-only stream of the proceedings of the SGM will be sent to authenticated Shareholders and SRS Investors by 3 p.m. (Singapore time) on 28 September 2022.
- (ii) Shareholders and SRS Investors who do not receive any email by 3 p.m. (Singapore time) on 28 September 2022, but have registered by the Registration Deadline, should contact the Company at investor.relations@medtecs.com stating: (A) Shareholder's full name; and (B) the Shareholder's identification/ registration number.
- (iii) Investors holding Shares through relevant intermediaries (as defined in Section 181 of the Singapore Companies Act) ("**Investors**") (other than SRS Investors) will not be able to pre-register at: <https://go.lumiengage.com/medtecs2022sgm> for the "live" broadcast of the SGM. An Investor (other than SRS Investors) who wishes to participate in the "live" broadcast of the SGM should instead approach his/her relevant intermediary as soon as possible in order for the relevant intermediary to make the necessary arrangements to pre-register. The relevant intermediary is required to submit a consolidated list of participants (setting out in respect of each participant, his/her name, email address and NRIC/Passport number) to the Company at investor.relations@medtecs.com no later than 3 p.m. (Singapore time) on 27 September 2022.

LETTER TO SHAREHOLDERS

(b) Submission of questions in advance of the SGM

- (i) Shareholders will not be able to ask questions during the live audio-visual webcast or audio-only stream of the SGM.
- (ii) Shareholders, including SRS Investors, may submit questions related to the resolutions to be tabled for approval for the SGM by submitting the completed questions form in advance of the SGM through the e-SGM Webcast Registration at: <https://go.lumiengage.com/medtecs2022sgm> by no later than 5 p.m. (Singapore time) on 15 September 2022, being at least 7 calendar days from the Notice of SGM (the "**Q&A Deadline**").

The Company will endeavour to address all substantial and relevant questions (as determined by the Board in its sole opinion) submitted by Shareholders by the Q&A Deadline on SGXNet at: <https://www.sgx.com/securities/company-announcements> and the Company's website at: <https://www.medtecs.com/investor-relations/shareholders-resources/> at least 72 hours prior to the closing date and time for the lodgement of the Proxy Forms ("**Responses to Q&A**").
- (iii) Should there be subsequent clarification sought or follow-up questions after the Company publishes its Responses to Q&A or substantial and relevant questions which are received after the Q&A Deadline, the Company endeavours to address such subsequent clarifications sought or follow-up questions at the SGM during the "live" webcast.
- (iv) The Company will, within one (1) month after the date of the SGM, publish the minutes of the SGM on SGXNet and the Company's website, and the minutes will include the responses to the questions referred to above.

(c) Voting by proxy

- (i) A Shareholder (whether individual or corporate) must submit his/her/its Shareholder 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 SGM if he/she/it wishes to exercise his/her/its voting rights at the SGM by 3 p.m. (Singapore time) on 27 September 2022, being not less than 48 hours before the time appointed for holding the SGM.
- (ii) Where a Shareholder (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 each resolution in the Shareholder Proxy Form, failing which the appointment of the Chairman of the Meeting as proxy for that resolution will be treated as invalid.
- (iii) The Shareholder Proxy Form is not valid for use by Investors and shall be ineffective for all intents and purposes if used or purported to be used by them. Investors (other than SRS Investors) who wish to vote should approach his/her relevant intermediary by **9 a.m. on 20 September 2022, being at least seven (7) working days before the date of the SGM**, to specify his/her voting instructions. SRS Investors who wish to exercise their votes by appointing the Chairman of the SGM as proxy should approach their respective relevant intermediaries (including their respective SRS agent banks) to submit their voting instructions by **9 a.m. on 20 September 2022, being at least seven (7) working days before the date of the SGM**, in order to allow sufficient time for their respective relevant intermediaries to in turn submit a Depositor Proxy Form to appoint the Chairman of the SGM to vote on their behalf by 3 p.m. (Singapore time) on 27 September 2022, being not less than 48 hours before the time appointed for holding the SGM.

LETTER TO SHAREHOLDERS

- (iv) **The Proxy Forms must be submitted to the Company by post and 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 by no later than 3 p.m. (Singapore time) on 27 September 2022, being not less than 48 hours before the time fixed for the SGM.** The Proxy Forms may be accessed and downloaded from the Company's website at: <https://www.medtecs.com/investor-relations/shareholders-resources/> and on SGXNet and the Depositor Proxy Form will be sent to the Depositors.
- (v) A Depositor (who is not a natural person) whose name appears in the Depository Register and who wishes to vote at the SGM, should complete the Depositor Proxy Form and deposit the duly completed Depositor Proxy Form at the office of the Company's Singapore Share Transfer Agent, Boardroom Corporate and Advisory Services Pte Ltd, at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632 by 3 p.m. (Singapore time) on 27 September 2022, being not less than 48 hours before the time appointed for holding the SGM.
- (vi) In the case of Depositors whose shares are entered against their names in the Depository Register (as defined in Part 3AA of the SFA), the Company may reject any Depositor Proxy Form lodged if such Depositor are not shown to have Shares entered against their names in the Depository Register, as at 48 hours before the time appointed for holding this SGM as certified by the CDP to the Company.

7.2 Depositors not regarded as Shareholders

For the avoidance of doubt, Depositors holding Shares through CDP are not to be treated, under the Bye-laws and the Bermuda Companies Act, as members of the Company in respect of the number of Shares credited to their respective Securities Accounts. Accordingly, Depositors do not have a right under the Bermuda Companies Act or the Bye-laws to attend and to vote at the SGM other than through CDP, the latter being the registered holder of Shares in the Company's Register of Members.

However, administrative arrangements have been made with CDP to allow Depositors to take part in the SGM. Depositors who wish to participate in the SGM and exercise their votes, and whose names are shown in the records of CDP as at a time not earlier than 48 hours prior to the time of the SGM supplied by CDP to the Company, may participate in the SGM as CDP's proxies. Please refer to the Notice of SGM in respect of the action to be taken if you wish to attend and/or vote at the SGM.

For the purpose of this Circular, the term "Shareholders" has been defined to also include reference to Depositors where the context permits.

8. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Circular and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this Circular constitutes full and true disclosure of all material facts about the Proposed Appointment of Joint Auditors and the Proposed Amendments to the Bye-laws, the Company, and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this Circular misleading. Where information in the Circular has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this Circular in its proper form and context.

LETTER TO SHAREHOLDERS

9. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents may be inspected at the Singapore office of the Company at : 138 Cecil Street, #13-02 Cecil Court, Singapore 069538 during normal business hours for a period of three (3) months from the date of this Circular:

- (a) the Memorandum of Association and Existing Bye-laws of the Company;
- (b) the notice in writing dated 5 August 2022 of the intention to nominate EY SG to the office of joint auditors of the Company referred to in Section 2.4 above; and
- (c) EY SG's letter to the Company dated 12 August 2022 in respect of its consent to act as joint auditors of the Company referred to in Section 2.1.7 above.

Yours faithfully

For and on behalf of the Board of Directors of
MEDTECS INTERNATIONAL CORPORATION LIMITED

Clement Yang Ker-Cheng
Executive Chairman

APPENDIX 1 - PROPOSED AMENDMENTS TO THE BYE-LAWS

This Appendix 1 sets out the proposed amendments to the Bye-laws, with underlined text indicating additions to the Bye-laws and deletions from the Bye-laws marked with a strikethrough:

1. Amend Bye-law 1 in the following manner:

1.1 Inserting the following new definition after the definition of “Designated Stock Exchange”:

“electronic” shall mean relating to technology having electrical, digital, magnetic, wireless, optical, electromagnetic or similar capabilities and/or such other meanings as given to it in the Electronic Transactions Act.”

1.2 Inserting the following new definitions after the definition of “electronic communication”:

“electronic facilities” shall mean such telephone, electronic or other communication facilities or means which permit all persons participating in a meeting to communicate with each other simultaneously and instantaneously, and shall include, without limitation, website addresses, webinars, webcasts, video or any form of conference call systems (telephone, video, web or otherwise).

“electronic meeting” a general meeting held and conducted wholly and exclusively by virtual attendance and participation by Members and/or proxies by means of electronic facilities.

“Electronic Transactions Act” shall mean the Electronic Transactions Act 1999 of Bermuda, as amended from time to time.”

1.3 Inserting the following new definition after the definition of “head office”:

“hybrid meeting” a general meeting convened for the (i) physical attendance by Members and/or proxies at the Principal Meeting Place and where applicable, one or more Meeting Locations and (ii) virtual attendance and participation by Members and/or proxies by means of electronic facilities.”

1.4 Inserting the following new definitions after the definition of “market day”:

“Meeting Location” has the meaning given to it in Bye-law 63A.”

1.5 Inserting the following new definitions after the definition of “paid up”:

“physical meeting” a general meeting held and conducted by physical attendance and participation by Members and/or proxies at the place or places specified in the Notice calling the meeting.

APPENDIX 1 - PROPOSED AMENDMENTS TO THE BYE-LAWS

“Principal Meeting Place” shall have the meaning given to it in Bye-law 58(2).”

2. Amend Bye-law 2 in the following manner:

2.1 Deleting the word “and” at the end of Bye-law 2(j):

“(j) a special resolution shall be effective for any purpose for which an ordinary resolution is expressed to be required under any provision of these Bye-laws or the Statutes; ~~and~~”

2.2 Inserting the following new Bye-laws 2(l), (m) and (n) after Bye-law 2(k):

“(l) a reference to a meeting shall mean a meeting convened and held in any manner permitted by these Bye-laws and any Member or Director attending and participating at a meeting by means of electronic facilities shall be deemed to be present at that meeting for all purposes of the Statutes and these Bye-laws, and “attend”, “participate”, “attending”, “participating”, “attendance” and “participation” shall be construed accordingly;

(m) references to electronic facilities include, without limitation, website addresses, webinars, webcast, video or any form of conference call systems (telephone, video, web or otherwise); and

(n) references to a Member’s participation in the business of a general meeting include without limitation and as relevant the right (including, in the case of a corporation, through a duly authorised representative) to speak or communicate, vote, be represented by a proxy and have access in hard copy or electronic form to all documents which are required by the Statutes or these Bye-laws to be made available at the meeting, and “participate” and “participating” in the business of a general meeting shall be construed accordingly.”

3. Amend Bye-law 56 so that it reads as follows:

“56. Each general meeting, other than an annual general meeting, shall be called a special general meeting. The Company shall ~~may~~ hold ~~all~~ its general meetings (including annual general meetings, adjourned meetings and postponed meetings) or meetings of any class of shareholders as a physical meeting in Singapore (unless prohibited by relevant laws and regulations in the jurisdiction of its incorporation) or such other jurisdiction as permitted and/or required by the Statutes or as required under the listing rules of the Designated Stock Exchange-, or as an electronic meeting or as a hybrid meeting, as may be determined by the Board in its absolute discretion.”

4. Amend Bye-law 58 so that it reads as follows:

“58. (1) Any general meeting at which it is proposed to pass a special resolution shall be called by twenty-one (21) days’ notice in writing at the least and any annual general meeting and any other special general meeting by fourteen (14) days’ notice in writing at the least Provided that a general meeting notwithstanding that it has been called by a shorter notice than that specified above shall be deemed to have been duly called if it is so agreed:

(a) in the case of a meeting called as an annual general meeting, by all the Members entitled to attend and vote thereat; and

(b) in the case of any other meeting, by a majority in number of the Members having the right to attend and vote at the meeting, being a majority together holding not less than ninety-five per cent. (95%) in nominal value of the issued shares giving that right.

APPENDIX 1 - PROPOSED AMENDMENTS TO THE BYE-LAWS

For so long as the shares of the Company are listed on the Designated Stock Exchange at least fourteen (14) days' notice of any general meeting shall be given by advertisement in an English daily newspaper in circulation in Singapore and in writing to the Designated Stock Exchange.

(2) The period of notice shall be exclusive of the day on which it is served or deemed to be served and exclusive of the day on which the meeting is to be held, ~~and the notice shall specify the day, time and place of the meeting and, in case of special business, the general nature of the business.~~ The notice shall specify (a) the time and date of the meeting, (b) save for an electronic meeting, the place of the meeting and if there is more than one meeting location as determined by the Board pursuant to Bye-law 63A, the principal place of the meeting (the "Principal Meeting Place"). (c) if the general meeting is to be a hybrid meeting or an electronic meeting, the notice shall include a statement to that effect and with details of the electronic facilities for attendance and participation by electronic means at the meeting or where such details will be made available by the Company prior to the meeting, and (d) particulars of resolutions to be considered at the meeting and, in the case of special business, the general nature of the business. Any notice of a general meeting to consider special business shall be accompanied by a statement regarding the effect of any proposed resolution on the Company in respect of such special business. The Notice convening an annual general meeting shall specify the meeting as such. Notice of every general meeting shall be given to all Members other than to such Members as, under the provisions of these Bye-laws or the terms of issue of the shares they hold, are not entitled to receive such notices from the Company, to all persons entitled to a share in consequence of the death or bankruptcy or winding-up of a Member and to each of the Directors and the Auditors."

5. Amend Bye-law 61 so that it reads as follows:

"61. If within thirty (30) minutes (or such longer time not exceeding' one hour as the chairman of the meeting may determine to wait) after the time appointed for the meeting a quorum is not present, the meeting, if convened on the requisition of Members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and (where applicable) place(s) or to such time and (where applicable) such place(s) as the Board may determine. If at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting, the meeting shall be dissolved."

6. Amend Bye-law 63 so that it reads as follows:

"63. ~~The Subject to Bye-law 63C, the chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and/or from place to place and/or from one form to another (a physical meeting, a hybrid meeting or an electronic meeting) as the meeting shall determine, but no business shall be transacted at any adjourned meeting other than the business which might lawfully have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen (14) days or more, at least seven (7) clear days' Notice of the adjourned meeting shall be given specifying the details set out in Bye-law 58(2)time and place of the adjourned meeting~~ but it shall not be necessary to specify in such notice the nature of the business to be transacted at the adjourned meeting and the general nature of the business to be transacted. Save as aforesaid, it shall be unnecessary to give notice of an adjournment."

7. Insert the following new Bye-laws 63A, 63B, 63C, 63D, 63E, 63F and 63G after Bye-law 63:

"63A. (1) The Board may, at its absolute discretion, arrange for persons entitled to attend a general meeting to do so by simultaneous attendance and participation by means of electronic facilities at such location or locations ("Meeting Location(s)) determined by the Board at its absolute discretion. Any Member or any proxy attending and participating in such way or any Member participating in an electronic meeting or a hybrid meeting by means of electronic facilities is deemed to be present at and shall be counted in the quorum of the meeting.

- (2) All general meetings are subject to the following:

APPENDIX 1 - PROPOSED AMENDMENTS TO THE BYE-LAWS

- (a) where a Member is attending a Meeting Location and/or in the case of a hybrid meeting, the meeting shall be treated as having commenced if it has commenced at the Principal Meeting Place;
- (b) Members present in person or by proxy at a Meeting Location and/or Members participating in an electronic meeting or a hybrid meeting by means of electronic facilities shall be counted in the quorum for and entitled to vote at the meeting in question, and that meeting shall be duly constituted and its proceedings valid provided that the chairman of the meeting is satisfied that adequate electronic facilities are available throughout the meeting to ensure that Members at all Meeting Locations and Members participating in an electronic meeting or a hybrid meeting by means of electronic facilities are able to participate in the business for which the meeting has been convened;
- (c) where Members attend a meeting by being present at one of the Meeting Locations and/or where Members are participating in an electronic meeting or a hybrid meeting by means of electronic facilities, a failure (for any reason) of the electronic facilities or communication equipment, or any other failure in the arrangements for enabling those in a Meeting Location other than the Principal Meeting Place to participate in the business for which the meeting has been convened or in the case of an electronic meeting or a hybrid meeting, the inability of one or more Members or proxies to access, or continue to access, the electronic facilities despite adequate electronic facilities having been made available by the Company, shall not affect the validity of the meeting or the resolutions passed, or any business conducted there or any action taken pursuant to such business provided that there is a quorum present throughout the meeting;
- (d) if any of the Meeting Locations is outside the jurisdiction of the Principal Meeting Place and/or in the case of a hybrid meeting, unless otherwise stated in the Notice, the provisions of these Bye-laws concerning the service and giving of Notice for the meeting, and the time for lodging proxies, shall apply by reference to the Principal Meeting Place; and in the case of an electronic meeting, the time for lodging proxies shall be as stated in the Notice for the meeting.

63B. The Board and, at any general meeting, the chairman of the meeting may from time to time make arrangements for managing attendance and/or participation and/or voting at the Principal Meeting Place, any Meeting Location(s) and/or participation in an electronic meeting or a hybrid meeting by means of electronic facilities (whether involving the issue of tickets or some other means of identification, passcode, seat reservation, electronic voting or otherwise) as it shall in its absolute discretion consider appropriate, and may from time to time change any such arrangements, provided that a Member who, pursuant to such arrangements, is not entitled to attend, in person or by proxy, at any Meeting Location shall be entitled so to attend at one of the other Meeting Locations; and the entitlement of any Member so to attend the meeting or adjourned meeting or postponed meeting at such Meeting Location or Meeting Locations shall be subject to any such arrangement as may be for the time being in force and by the Notice of meeting or adjourned meeting or postponed meeting stated to apply to the meeting. For so long as the shares of the Company are listed on the Designated Stock Exchange, the manner and form of participation by a Member or any proxy, or in the case of Members being corporations, any duly authorised representative(s) of such Members, in a physical meeting, an electronic meeting or a hybrid meeting shall be in accordance with the rules and regulations of the Designated Stock Exchange or as may be prescribed or permitted by the Designated Stock Exchange.

63C. If it appears to the chairman of the general meeting that:

- (a) the electronic facilities at the Principal Meeting Place or at such other Meeting Location(s) at which the meeting may be attended have become inadequate for the purposes referred to in Bye-law 63A(1) or are otherwise not sufficient

APPENDIX 1 - PROPOSED AMENDMENTS TO THE BYE-LAWS

to allow the meeting to be conducted substantially in accordance with the provisions set out in the Notice of the meeting; or

- (b) in the case of an electronic meeting or a hybrid meeting, electronic facilities being made available by the Company have become inadequate; or
- (c) it is not possible to ascertain the view of those present or to give all persons entitled to do so a reasonable opportunity to communicate and/or vote at the meeting; or
- (d) there is violence or the threat of violence, unruly behaviour or other disruption occurring at the meeting or it is not possible to secure the proper and orderly conduct of the meeting;

then, without prejudice to any other power which the chairman of the meeting may have under these Bye-laws or at common law, the chairman may, at his/her absolute discretion, without the consent of the meeting, and before or after the meeting has started and irrespective of whether a quorum is present, interrupt or adjourn the meeting (including adjournment for indefinite period). All business conducted at the meeting up to the time of such adjournment shall be valid.

63D. The Board and, at any general meeting, the chairman of the meeting may make any arrangement and impose any requirement or restriction the Board or the chairman of the meeting, as the case may be, considers appropriate to ensure the security and orderly conduct of a meeting (including, without limitation, requirements for evidence of identity to be produced by those attending the meeting, the searching of their personal property and the restriction of items that may be taken into the meeting place, determining the number and frequency of and the time allowed for questions that may be raised at a meeting). Members shall also comply with all requirements or restrictions imposed by the owner of the premises at which the meeting is held. Any decision made under this Bye-law shall be final and conclusive and a person who refuses to comply with any such arrangements, requirements or restrictions may be refused entry to the meeting or ejected (physically or electronically) from the meeting.

63E. If, after the sending of Notice of a general meeting but before the meeting is held, or after the adjournment of a meeting but before the adjourned meeting is held (whether or not Notice of the adjourned meeting is required), the Directors, in their absolute discretion, consider that it is inappropriate, impracticable, unreasonable or undesirable for any reason to hold the general meeting on the date or at the time or place or by means of electronic facilities specified in the Notice calling the meeting, they may change or postpone the meeting to another date, time and/or place and/or change the electronic facilities and/or change the form of the meeting (a physical meeting, an electronic meeting or a hybrid meeting) without approval from the Members. Without prejudice to the generality of the foregoing, the Directors shall have the power to provide in every Notice calling a general meeting the circumstances in which a postponement of the relevant general meeting may occur automatically without further notice. This Bye-law shall be subject to the following:

- (a) when a meeting is so postponed, the Company shall endeavour to post a notice of such postponement on the Company's website as soon as practicable (provided that failure to post such a notice shall not affect the automatic postponement of such meeting);
- (b) when only the form of the meeting or electronic facilities specified in the Notice are changed, the Board shall notify the Members of details of such change in such manner as the Board may determine;
- (c) when a meeting is postponed or changed in accordance with this Bye-law, subject to and without prejudice to Bye-law 63, unless already specified in the original Notice of the meeting, the Board shall fix the date, time, place (if applicable) and electronic facilities (if applicable) for the postponed or changed meeting and shall notify the Members of such details in such manner as the Board may determine; further all proxy forms shall be valid (unless revoked or replaced by a new proxy) if they are received

APPENDIX 1 - PROPOSED AMENDMENTS TO THE BYE-LAWS

as required by these Bye-laws not less than 48 hours before the time of the postponed or changed meeting; and

- (d) notice of the business to be transacted at the postponed or changed meeting shall not be required, nor shall any accompanying documents be required to be recirculated, provided that the business to be transacted at the postponed or changed meeting is the same as that set out in the original Notice of general meeting circulated to the Members.

63F. All persons seeking to attend and participate in an electronic meeting or a hybrid meeting shall be responsible for maintaining adequate facilities to enable them to do so. Subject to Bye-law 63C, any inability of a person or persons to attend or participate in a general meeting by way of electronic facilities shall not invalidate the proceedings of and/or resolutions passed at that meeting.

63G. Without prejudice to other provisions in Bye-law 63, a physical meeting may also be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence in person at such meeting.”

8. Amend Bye-law 65 so that it reads as follows:

“65. (1) Subject to any special rights or restrictions as to voting for the time being attached to any shares by or in accordance with these Bye-laws, at any general meeting on a show of hands every Member present in person (or being a corporation, is present by a duly authorised representative ~~duly authorised under Section 78 of the Act~~), or by proxy shall have one vote, the chairman of the meeting to determine which proxy shall be entitled to vote where a Member (other than the Depository) is represented by two (2) proxies and on a poll every Member present in person or by proxy or, in the case of a Member being a corporation, by its duly authorised representative shall have one vote for every fully paid share of which he is the holder or which he represents and in respect of which all calls due to the Company have been paid, but so that no amount paid up or credited as paid up on a share in advance of calls or instalments is treated for the foregoing purposes as paid up on the share. If required by the listing rules of the Designated Stock Exchange, all resolutions at general meetings shall be voted by poll (unless such requirement is waived by the Designated Stock Exchange). Votes may be cast by such means, electronic or otherwise, as the Directors or the chairman of the meeting may determine.

(2) Subject to Bye-law 65(1), in the case of a physical meeting, a resolution put to the vote of a meeting shall be decided on a show of hands unless (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) a poll is demanded:

- (a) by the chairman of such meeting; or
- (b) by at least three (3) Members present in person (or in the case of a Member being a corporation by its duly authorised representative) or by proxy for the time being entitled to vote at the meeting; or
- (c) by a Member or Members present in person (or in the case of a Member being a corporation by its duly authorised representative) or by proxy, or where such a Member has appointed two (2) proxies any one (1) of such proxies, or any proxy appointed by the Depository, or any number or combination of such Members or proxies, holding or representing as the case may be not less than one-tenth of the total voting rights of all Members having the right to vote at the meeting; or
- (d) by a Member or Members present in person (or in the case of a Member being a corporation by its duly authorised representative) or by proxy, or where such

APPENDIX 1 - PROPOSED AMENDMENTS TO THE BYE-LAWS

a Member has appointed two (2) proxies any one (1) of such proxies, or any proxy appointed by the Depository, or any number or combination of such Members or proxies, holding or representing as the case may be shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all shares conferring that right.

A demand by a person as proxy for a Member or in the case of a Member being a corporation by its duly authorised representative shall be deemed to be the same as a demand by a Member.”

9. Amend Bye-law 68 so that it reads as follows:

“68. A poll required by the listing rules of the Designated Stock Exchange or duly demanded on the election of a chairman, or on a question of adjournment, shall be taken forthwith. A poll required by the listing rules of the Designated Stock Exchange or duly demanded on any other question shall be taken in such manner (including the use of ballot or voting papers or tickets or electronic voting) and either forthwith or at such time (being not later than thirty (30) days after the date of the demand) and place as the chairman directs. It shall not be necessary (unless the chairman otherwise directs) for notice to be given of a poll not taken immediately. The chairman of the meeting may and, if required by the listing rules of the Designated Stock Exchange or if so directed by the meeting shall appoint scrutineer(s) and may adjourn the meeting to some place and time fixed by him for the purpose of declaring the result of the poll.”

10. Amend Bye-law 74 so that it reads as follows:

“74. (1) A Member who is a patient for any purpose relating to mental health or in respect of whom an order has been made by any court having jurisdiction for the protection or management of the affairs of persons incapable of managing their own affairs may vote, whether on a show of hands or on a poll, by his receiver, committee, curator bonis or other person in the nature of a receiver, committee or curator bonis appointed by such court, and such receiver, committee, curator bonis or other person may vote on a poll by proxy, and may otherwise act and be treated as if he were the registered holder of such shares for the purposes of general meetings, provided that such evidence as the Board may require of the authority of the person claiming to vote shall have been deposited at the Office, head office or Registration Office, as appropriate, not less than forty-eight (48) hours before the time appointed for holding the meeting, postponed meeting or adjourned meeting or poll, as the case may be.

(2) Any person entitled under Bye-law 53 to be registered as the holder of any shares may vote at any general meeting in respect thereof in the same manner as if he were the registered holder of such shares, provided that forty-eight (48) hours at least before the time of the holding of the meeting, postponed meeting or adjourned meeting, as the case may be, at which he proposes to vote, he shall satisfy the Board of his entitlement to such shares, or the Board shall have previously admitted his right to vote at such meeting in respect thereof.”

11. Amend Bye-law 76 so that it reads as follows:

“76. If:

- (a) any objection shall be raised to the qualification of any voter; or
- (b) any votes have been counted which ought not to have been counted or which might have been rejected; or
- (c) any votes are not counted which ought to have been counted;

the objection or error shall not vitiate the decision of the meeting, postponed meeting or adjourned meeting on any resolution unless the same is raised or pointed out at the meeting or, as the case may be, the postponed meeting or adjourned meeting at which the vote objected to is given or tendered or at which the error occurs. Any objection or error shall be referred to

APPENDIX 1 - PROPOSED AMENDMENTS TO THE BYE-LAWS

the chairman of the meeting and shall only vitiate the decision of the meeting on any resolution if the chairman decides that the same may have affected the decision of the meeting. The decision of the chairman on such matters shall be final and conclusive.”

12. Amend Bye-law 79 so that it reads as follows:

~~“79. The instrument appointing a proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed on behalf of the appointor (which shall, for this purpose, include a Depositor), or a certified copy of such power or authority, shall be delivered to such place or one of such places (if any) as may be specified for that purpose in or by way of note to or in any document accompanying the notice convening the meeting (or, if no place is so specified at the Registration Office or the Office, as may be appropriate) not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote or, in the case of a poll taken subsequently to the date of a meeting or adjourned meeting, not less than twenty-four (24) hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid. (1) For so long as the shares of the Company are listed on the Designated Stock Exchange, subject to the rules and regulations of the Designated Stock Exchange (if applicable), the Company may, at its absolute discretion, provide an electronic address for the receipt of any document or information relating to proxies for a general meeting (including any instrument of proxy or acceptance of an invitation to appoint a proxy, any document necessary to show the validity of, or otherwise relating to, an appointment of proxy (whether or not required under these Bye-laws) and notice of termination of the authority of a proxy). If such an electronic address is provided, the Company shall be deemed to have agreed that any such document or information may be sent by electronic communication to that address, subject as hereafter provided and subject to any other limitations or conditions specified by the Company when providing the address. Without limitation, the Company may from time to time determine that any such electronic address may be used generally for such matters or specifically for particular meetings or purposes and, if so, the Company may provide different electronic addresses for different purposes. The Company may also impose any conditions on the transmission of and its receipt of any document or information sent by electronic communication including, for the avoidance of doubt, imposing any security or encryption arrangements as may be specified by the Company. If any document or information required to be sent to the Company is sent to the Company by electronic communication, such document or information shall not be treated as validly delivered to or deposited with the Company unless the same is received by the Company at its designated electronic address provided in accordance with this Bye-law.~~

(2) The instrument appointing a proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed on behalf of the appointor (which shall, for this purpose, include a Depositor) or a certified copy of such power or authority, shall be delivered:

- (a) if sent personally or by post, to such place or one of such places (if any) as may be specified for that purpose in or by way of note to or in any document accompanying the notice convening the meeting (or, if no place is so specified at the Registration Office or the Office, as may be appropriate); or
- (b) if submitted by electronic communication, to the electronic address provided by the Company in accordance with Bye-law 79(1), or as may be otherwise specified by the Company for that purpose in or by way of note to or in any document accompanying the notice convening the general meeting,

in either case not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting or postponed meeting at which the person named in the instrument proposes to vote or, in the case of a poll taken subsequently to the date of a meeting or adjourned meeting or postponed meeting, not less than twenty-four (24) hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid.

APPENDIX 1 - PROPOSED AMENDMENTS TO THE BYE-LAWS

(3) No instrument appointing a proxy shall be valid after the expiration of twelve (12) months from the date named in it as the date of its execution, except at an adjourned meeting or postponed meeting or on a poll demanded at a meeting or an adjourned meeting or postponed meeting in cases where the meeting was originally held within twelve (12) months from such date. Delivery of an instrument appointing a proxy shall not preclude a Member from attending and voting ~~in person~~ at the meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.”

13. Amend Bye-law 80 so that it reads as follows:

“80. Instruments of proxy shall be in any usual or common form (including any form approved from time to time by the Depository) or in such other form as the Board may approve (provided that this shall not preclude the use of the two-way form) and the Board may, if it thinks fit, send out with the notice of any meeting forms of instrument of proxy for use at the meeting. The instrument of proxy shall be deemed to confer authority to demand or join in demanding a poll and to vote on any amendment of a resolution put to the meeting for which it is given as the proxy thinks fit. The instrument of proxy shall, unless the contrary is stated therein, be valid as well for any adjournment or postponement of the meeting as for the meeting to which it relates. The Board may decide, either generally or in any particular case, to treat a proxy appointment as valid notwithstanding that the appointment or any of the information relating to proxies for a general meeting required under these Bye-laws has not been received in accordance with the requirements of these Bye-laws. Subject to aforesaid, if the proxy appointment and any of the information required under these Bye-laws is not received in the manner set out in these Bye-laws, the appointee shall not be entitled to vote in respect of the shares in question.”

14. Amend Bye-law 81 so that it reads as follows:

“81. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal, or revocation of the instrument of proxy or of the authority under which it was executed, provided that no intimation in writing of such death, insanity or revocation shall have been received by the Company at the Office or the Registration Office (or such other place as may be specified for the delivery of instruments of proxy in the notice convening the meeting or other document sent therewith) two (2) hours at least before the commencement of the meeting, postponed meeting or adjourned meeting, or the taking of the poll, at which the instrument of proxy is used.”

15. Amend Bye-law 159 so that it reads as follows:

“159. Any notice or other document:

- (a) if served or delivered by post, shall where appropriate be sent by airmail and shall be deemed to have been served or delivered on the day following that on which the envelope containing the same, properly prepaid and addressed, is put into the post; in proving such service or delivery it shall be sufficient to prove that the envelope or wrapper containing the notice or document was properly addressed and put into the post and a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board that the envelope or wrapper containing the notice or other document was so addressed and put into the post shall be conclusive evidence thereof; ~~and~~
- (b) if served or delivered in any other manner contemplated by these Bye-laws (save for a notice or document delivered in accordance with Bye-law 158A above), shall be deemed to have been served or delivered at the time of personal service or delivery or, as the case may be, at the time of the relevant despatch or transmission by electronic means; and in proving such service or delivery a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board as to the fact and time of

APPENDIX 1 - PROPOSED AMENDMENTS TO THE BYE-LAWS

such service, delivery, despatch or transmission by electronic means shall be conclusive evidence thereof; and

- (c) if published as an advertisement in a newspaper or other publication permitted under these Bye-laws, shall be deemed to have been served on the day on which the advertisement first so appears.”

16. Amend Bye-law 165 so that it reads as follows:

“165. No Bye-law shall be rescinded, altered or amended and no new Bye-law shall be made ~~without the prior written approval of the Designated Stock Exchange and~~ until the same has been approved by a resolution of the Directors and confirmed by a special resolution of the Members. A special resolution shall be required to alter the provisions of the memorandum of association or to change the name of the Company.”

NOTICE OF SPECIAL GENERAL MEETING

MEDTECS INTERNATIONAL CORPORATION LIMITED

(Incorporated in Bermuda)

*All capitalised terms used in the resolutions below and defined in the Circular dated 6 September 2022 to the shareholders of the Company (the "**Circular**") shall, unless otherwise defined herein, have the respective meanings ascribed to them in the Circular.*

Shareholders of the Company will not be able to attend the SGM in person. Please refer to the notes to this Notice of SGM for further details.

NOTICE IS HEREBY GIVEN that a special general meeting (the "**SGM**") of MEDTECS INTERNATIONAL CORPORATION LIMITED (the "**Company**") will be held at Seletar Room, Holiday Inn Atrium, 317 Outram Road, Singapore 169075 on 29 September 2022 at 3 p.m. (Singapore time) for the purpose of considering and, if thought fit, passing with or without modifications the following resolutions:

RESOLUTION 1

ORDINARY RESOLUTION

THE PROPOSED APPOINTMENT OF JOINT AUDITORS

Resolved that:

- (1) EY SG, having consented to act, be and are hereby appointed joint auditors of the Company and to hold office until the conclusion of the next annual general meeting of the Company, at such remuneration and on such terms to be agreed between the Directors of the Company and EY SG; and
- (2) 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.
[See Explanatory Note (i)]

RESOLUTION 2

SPECIAL RESOLUTION

THE PROPOSED AMENDMENTS TO THE BYE-LAWS

Resolved that:

- (1) the Existing Bye-laws of the Company be amended in the manner and to the extent set out in Appendix 1 to the Circular be and is hereby approved; and
- (2) 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.

NOTICE OF SPECIAL GENERAL MEETING

BY ORDER OF THE BOARD

Clement Yang Ker-Cheng
Executive Chairman

6 September 2022

NOTICE OF SPECIAL GENERAL MEETING

Explanatory Notes:

- (i) In accordance with Rule 712(3) of the Catalist Rules:
 - (a) in respect of Rule 712(3)(a), (b), (c) and (d), the approval being sought at the upcoming SGM is not in relation to any outgoing auditors or change of auditors;
 - (b) in respect of Rule 712(3)(e), the Company confirms that it complies with Rules 712 and 715 of the Catalist Rules in relation to the Proposed Appointment of Joint Auditors. In particular, following the appointment of EY SG as joint auditors of the Company, the Company will be in compliance with Rule 712(2A) of the Catalist Rules; and
 - (c) in respect of Rule 712(3)(f), please refer to the rationale for the appointment of EY SG as joint auditors to meet the Exchange's requirements in Rule 712(2A) as elaborated under Section 2.1 of the Circular.

Notes:

1. In respect of the SGM of the Company to be held on Thursday, 29 September 2022 at 3 p.m. (Singapore time) at Seletar Room, Holiday Inn Atrium, 317 Outram Road, Singapore 169075 (and any adjournment thereof), notwithstanding the place at which the SGM is to be held physically and attended in person by the Chairman, Directors and/or representatives of the Company present at the location of the SGM, the SGM may only be attended by Shareholders by way of electronic means.
2. Printed copies of the Notice of SGM will be despatched to the Shareholders and the Depositor Proxy Form will be despatched to Depositors, but **printed copies of the Circular and the Shareholder Proxy Form will not be sent to Shareholders**. Instead, the Circular and the Shareholder Proxy Form will be made available to Shareholders by electronic means via publication on the Company's website at: <https://www.medtecs.com/investor-relations/shareholders-resources/> and the SGXNet. To receive a physical copy of the Circular and/or the Shareholder Proxy Form, please email investor.relations@medtecs.com with your full name, contact number and delivery address.
3. The proceedings of the SGM will be broadcasted "live" through an audio-and-video webcast and an audio-only feed. Shareholders and investors holding Shares in the Company through relevant intermediaries as defined in Section 181 of the Companies Act 1967 of Singapore ("**Investors**") (including SRS Investors) who wish to follow the proceedings through a "live" webcast via their mobile phones, tablets or computers or listen to the proceedings through a "live" audio feed via telephone must pre-register at: <https://go.lumiengage.com/medtecs2022sgm> no later than 3 p.m. (Singapore time) on 27 September 2022 ("**Registration Deadline**"). Following verification, an email containing instructions on how to access the "live" webcast and audio feed of the proceedings of the SGM will be sent to authenticated Shareholders and SRS Investors by 3 p.m. (Singapore time) on 28 September 2022. Shareholders and SRS Investors who do not receive any email by 3 p.m. (Singapore time) on 28 September 2022, but have registered by the Registration Deadline, should contact the Company at investor.relations@medtecs.com stating: (A) Shareholder's full name; and (B) the Shareholder's identification/ registration number.

Investors (other than SRS Investors) will not be able to pre-register at: <https://go.lumiengage.com/medtecs2022sgm> for the "live" broadcast of the SGM. An Investor (other than SRS Investors) who wishes to participate in the "live" broadcast of the SGM should instead approach his/her relevant intermediary as soon as possible in order for the relevant intermediary to make the necessary arrangements to pre-register. The relevant intermediary is required to submit a consolidated list of participants (setting out in respect of each participant, his/her name, email address and NRIC/Passport number) to the Company at investor.relations@medtecs.com no later than 3 p.m. (Singapore time) on 27 September 2022.

Voting by proxy

4. A Shareholder (whether individual or corporate) must submit his/her/its Shareholder 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 SGM if he/she/it wishes to exercise his/her/its voting rights at the SGM by 3 p.m. (Singapore time) on 27 September 2022, being not less than 48 hours before the time appointed for holding the SGM.
5. Where a Shareholder (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 each resolution in the Shareholder Proxy Form, failing which the appointment of the Chairman of the Meeting as proxy for that resolution will be treated as invalid.

NOTICE OF SPECIAL GENERAL MEETING

6. The Shareholder Proxy Form is not valid for use by Investors and shall be ineffective for all intents and purposes if used or purported to be used by them. Investors (other than SRS Investors) who wish to vote should approach his/her relevant intermediary by **9 a.m. (Singapore time) on 20 September 2022, being at least seven (7) working days before the date of the SGM**, to specify his/her voting instructions. SRS Investors who wish to exercise their votes by appointing the Chairman of the SGM as proxy should approach their respective relevant intermediaries (including their respective SRS agent banks) to submit their voting instructions by **9 a.m. (Singapore time) on 20 September 2022, being at least seven (7) working days before the date of the SGM**, in order to allow sufficient time for their respective relevant intermediaries to in turn submit a Depositor Proxy Form to appoint the Chairman of the SGM to vote on their behalf by 3 p.m. (Singapore time) on 27 September 2022, being not less than 48 hours before the time appointed for holding the SGM.
7. **The Proxy Forms must be submitted to the Company by post and 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 by no later than 3 p.m. (Singapore time) on 27 September 2022, being not less than 48 hours before the time fixed for the SGM.** The Proxy Forms may be accessed and downloaded from the Company's website at: <https://www.medtecs.com/investor-relations/shareholders-resources/> and on SGXNet and the Depositor Proxy Form will be sent to the Depositors.
8. A Depositor (who is not a natural person) whose name appears in the Depository Register and who wishes to vote at the SGM, should complete the Depositor Proxy Form and deposit the duly completed Depositor Proxy Form at the office of the Company's Singapore Share Transfer Agent, Boardroom Corporate and Advisory Services Pte Ltd, at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632 by 3 p.m (Singapore time) on 27 September 2022, being not less than 48 hours before the time appointed for holding the SGM.
9. In the case of Depositors 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 any Depositor Proxy Form lodged if such Depositor are not shown to have Shares entered against their names in the Depository Register, as at 48 hours before the time appointed for holding this SGM as certified by the CDP to the Company.
10. The Chairman of the Meeting, as proxy, need not be a member of the Company.

Submission of questions in advance of the SGM

11. Shareholders will not be able to ask questions during the live audio-visual webcast or audio-only stream of the SGM. Shareholders, including SRS Investors, may submit questions related to the resolutions to be tabled for approval for the SGM by submitting the completed questions form in advance of the SGM through the e-SGM Webcast Registration at: <https://go.lumiengage.com/medtecs2022sgm> by no later than 5 p.m. (Singapore time) on 15 September 2022, being at least 7 calendar days from the Notice of SGM (the "**Q&A Deadline**").
12. The Company will endeavour to address all substantial and relevant questions (as determined by the Board in its sole opinion) submitted by Shareholders by the Q&A Deadline on SGXNet at: <https://www.sgx.com/securities/company-announcements> and the Company's website at: <https://www.medtecs.com/investor-relations/shareholders-resources/> at least 72 hours prior to the closing date and time for the lodgement of the Proxy Forms ("**Responses to Q&A**"). Should there be subsequent clarification sought or follow-up questions after the Company publishes its Responses to Q&A or substantial and relevant questions which are received after the Q&A Deadline, the Company endeavours to address such subsequent clarifications sought or follow-up questions at the SGM during the "live" webcast.
13. Shareholders should note that the Company may make further changes to its SGM arrangements (including but not limited to any applicable alternative arrangements as may be prescribed or permitted (as the case may be) under the COVID-19 (Temporary Measures) Act and any regulations promulgated thereunder (including the COVID-19 Order as well as other guidelines issued by the relevant authorities) as the COVID-19 situation in Singapore evolves. Shareholders and Investors are advised to keep abreast of any such changes as may be announced by the Company from time to time on SGXNET or on the Company's website at: <https://www.medtecs.com/investor-relations/shareholders-resources/>.

Personal data privacy:

By submitting the Proxy Form appointing the Chairman or any other person as proxy to attend, speak and vote at the SGM and/or any adjournment thereof, a Depositor or a Shareholder of the Company consents to the collection, use and disclosure of the Depositor's or the Shareholder's personal data by the Company (or its agents or service

NOTICE OF SPECIAL GENERAL MEETING

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 or any other person as proxy for the SGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the SGM (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.

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**"). The Sponsor has not independently verified the contents of this document including the accuracy or completeness of any of the figures used, statements, opinions or other information made or disclosed.

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