

CLEARBRIDGE HEALTH LIMITED
(the "Company")
(Company Number: 201001436C)
(Incorporated in the Republic of Singapore)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the "**AGM**") of Clearbridge Health Limited will be held by way of electronic means on Monday, 29 June 2020 at 10.00 a.m. for the following purposes:

Ordinary Business

1. To receive and adopt the Directors' Statement and Audited Financial Statements of the Company for the financial year ended 31 December 2019 ("**FY2019**") together with the Auditors' Report thereon. **(Resolution 1)**
2. To approve the payment of directors' fees of S\$180,000 for the financial year ending 31 December 2020 ("**FY2020**"), payable quarterly in arrears.
(See Explanatory Note 1) **(Resolution 2)**
3. To re-elect Mr. Mark Benedict Ryan who is retiring pursuant to Regulation 98 of the Company's constitution (the "**Constitution**") as a director of the Company ("**Director**").
(See Explanatory Note 2) **(Resolution 3)**
4. To re-elect Mr. Tan Soon Liang (Chen Shunliang) who is retiring pursuant to Regulation 98 of the Constitution as a Director.
(See Explanatory Note 3) **(Resolution 4)**
5. To re-appoint Messrs Ernst & Young LLP as the Company's auditors and to authorise the Directors to fix their remuneration. **(Resolution 5)**
6. To transact any other ordinary business which may be properly transacted at the AGM.

Special Business

To consider and, if thought fit, to pass the following resolutions as ordinary resolutions, with or without any modifications:

7. Authority to allot and issue shares

"THAT pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore (the "**Act**") and Rule 806 of the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") ("**Catalist Rules**") and the Constitution, the Directors be and hereby authorised to:

- I. (a) allot and issue shares in the capital of the Company ("**Shares**") whether by way of rights, bonus or otherwise; and/or
- (b) make or grant offers, agreements or options (collectively, "**Instruments**") that might or would require Shares to be issued including but not limited to the creation and issue of (as well as adjustments to) options, warrants, debentures, or other instruments convertible into Shares;

at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit; and

- II. (notwithstanding that the authority conferred by this Resolution may have ceased to be in force) issue Shares in pursuance of any Instrument made or granted by the Directors while this Resolution was in force,

provided that:

- (a) the aggregate number of Shares to be issued pursuant to this Resolution (including Shares to be issued in pursuance of Instruments, made or granted pursuant to this Resolution), shall not exceed 100% of the total number of issued Shares (excluding treasury shares and

subsidiary holdings) (as calculated in accordance with sub-paragraph (b) below), of which the aggregate number of Shares to be issued other than on a pro-rata basis to the existing shareholders of the Company ("**Shareholders**") shall not exceed 50% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (b) below);

(b) (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares (including Shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) that may be issued under sub-paragraph (a) above, the percentage of the issued Shares shall be based on the total number of issued Shares (excluding treasury shares and subsidiary holdings) at the time this Resolution is passed, after adjusting for:

(i) new Shares arising from the conversion or exercise of any convertible securities;

(ii) new Shares arising from exercising of share options or vesting of share awards, provided that such share options or share awards were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and

(iii) any subsequent bonus issue, consolidation or subdivision of Shares;

adjustments in accordance with Rule 806(3)(a) or Rule 806(3)(b) of the Catalist Rules are only to be made in respect of new Shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of the passing of the resolution approving the mandate;

(c) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Catalist Rules for the time being in force (unless such compliance has been waived by the SGX-ST), and all applicable legal requirements under the Act and the Constitution for the time being; and

(d) the authority conferred by this Resolution shall, unless revoked or varied by the Company in a general meeting, continue to be in force until the conclusion of the next AGM or the date by which the next AGM is required by law to be held, whichever is earlier."

(See Explanatory Note 4)

(Resolution 6)

8. Authority to grant awards and to allot and issue shares pursuant to the Clearbridge Health Performance Share Plan

"THAT pursuant to Section 161 of the Act, authority be and is hereby given to the Directors to:

I. offer and grant awards ("**Awards**") from time to time in accordance with the provisions of the Clearbridge Health Performance Share Plan (the "**PSP**"); and

II. allot and issue from time to time such number of new Shares as may be required to be issued pursuant to the vesting of Awards granted under the PSP,

provide always that the aggregate number of Shares issued and issuable pursuant to the Awards granted under the PSP, when added to (i) the number of Shares issued and issuable and/or transferred or transferable in respect of all Awards granted thereunder; and (ii) all other Shares issued and issuable and/or transferred or transferable in respect of all share options granted or share awards granted under any other share incentive schemes or share plans adopted by the Company, shall not exceed 15% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) from time to time; and that such authority shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next AGM or the date by which the next AGM is required by law to be held, whichever is earlier.

(See Explanatory Note 5)

(Resolution 7)

By Order of the Board

Lim Sim Ving
Company Secretary
Singapore
5 June 2020

NOTES:

1. Shareholders may access a copy of the Company's FY2019 annual report at the Company's website at the URL <http://clearbridgehealth.com/about-us/corporate-information/investor-relations/#annual-reports> and the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.
2. In view of the elevated safe distancing measures imposed by the Singapore Government due to the COVID-19 pandemic, the Company will be conducting its AGM **by electronic means and Shareholders will NOT be allowed to attend the AGM in person** in accordance with the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts and Debentures Holders) Order 2020 (as amended on 24 April 2020) and the Joint Statement of the Accounting and Corporate Regulatory Authority, Monetary Authority of Singapore and Singapore Exchange Regulation issued on 13 April 2020 (as updated on 27 April 2020), titled "Additional Guidance on the Conduct of General Meetings during Elevated Safe Distancing Period". Printed copies of this notice will not be sent to members. Instead, this notice will be published on the Company's website at the URL <http://clearbridgehealth.com/wp-content/uploads/2020/06/noticeofagm2020.pdf>, and will also be made available on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.
3. Alternative arrangements are instead put in place to allow Shareholders to participate in the AGM by:
 - (a) Electronically assessed via live audio-visual webcast or live audio-only stream.

Shareholders and investors who hold Shares through relevant intermediaries ("**Relevant Intermediaries**") (as defined in Section 181 of the Act) ("**Investors**") (including supplementary retirement scheme ("**SRS Investors**")) may register for an account to attend the AGM by way of a "live" webcast comprising both video (audio and visual) and audio-only stream ("**Webcast**") at the URL <https://www.meetings.vision/clearbridge-agm-registration> ("**Website**"). Registration for the Webcast must be completed not later than 72 hours before the time fixed for the AGM, being **26 June 2020 at 10.00 a.m. Singapore time** ("**Cut-Off Date**") in the following manner:

- (i) Individual persons with Shares entered against their name in the Depository Register, Individual persons with Shares registered in their name in the Register of Members and SRS Investors shall complete the section entitled "*Individual Shareholders*" on the Website.
- (ii) Corporations should authorise its corporate representative by way of certificate of appointment of corporate representative and complete the section entitled "*Corporate Shareholders*" on the Website.
- (iii) Investors (other than SRS Investors) should contact the Relevant Intermediary through which they hold Shares as soon as possible in order to make the necessary arrangements for them to participate in the AGM.

Following successful registration, details on how to join the Webcast (including the assigned username and password) will be sent to you at the electronic mail address specified in your pre-registration details by **28 June 2020, 10.00 a.m. Singapore time** ("**Email Notification**"). If you have pre-registered by the Cut-Off Date but did not receive the Email Notification, you should contact the Company's Share Registrar, Tricor Barbinder Share Registration Services at SG.IS.Enquiry@sg.tricorglobal.com.

- (b) Submission of questions in advance of the AGM.

All Shareholders and Investors will not be able to ask questions "live" via the Webcast. Instead Shareholders and investors may submit any questions related to the Resolutions to be tabled for approval at the AGM (i) via electronic mail to the Company at the email address ShareholderQueries@clearbridgehealth.com; or (ii) via post to the Company's Share Registrar, Tricor Barbinder Share Registration Service at 80 Robinson Road, #11-02, Singapore 068898 by the **Cut-Off Date being 26 June 2020 at 10.00 a.m. Singapore time**. The Company will announce the responses to substantial questions received from Shareholders on the SGX website at the URL <https://www.sgx.com/securities/company-announcements> and the Company's website at the URL <http://www.clearbridgehealth.com> by **28 June 2020, 6.00 p.m. Singapore time**.

- (c) Voting by appointing the Chairman of the AGM as proxy.

A member **must** appoint the Chairman of the AGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the AGM if such member wishes to exercise his/her/its voting rights at the AGM. The accompanying proxy form for the AGM may be accessed at the Company's website at the URL <http://clearbridgehealth.com/wp-content/uploads/2020/06/proxyform2020.pdf>, and will also be made available on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.

Where a member appoints the Chairman of the AGM as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the form of proxy, failing which the chairman of the AGM shall abstain from voting.

The instrument appointing the Chairman of the AGM as proxy must be submitted to the Company not later than the **Cut-off Date being 26 June 2020 at 10.00 a.m. Singapore time**, (a) by email to the following email address: ProxyFormSubmission@clearbridgehealth.com (e.g. enclosing a clear scanned completed and signed proxy form); or (b) by post to the office of the Company's Share Registrar, Tricor Barbinder Share Registration Service at 80 Robinson Road, #11-02, Singapore 068898.

Investors holding Shares through a Relevant Intermediary should not use the proxy form and should instead contact their Relevant Intermediaries as soon as possible to specify voting instructions. SRS Investors who wish to appoint the Chairman of the AGM as their proxy should **not** use the proxy form and should instead approach their respective SRS Operators to submit their votes at least seven (7) working days before the date of the AGM (by 17 June 2020, 5.00 p.m. Singapore time).

A member who wishes to submit an instrument of proxy must first download, complete and sign the proxy form, before submitting it by post to the address provided above, or before scanning and sending it by electronic mail to the email address provided before.

In view of the current COVID-19 situation and the related safe distancing measures which may make it difficult for members to submit completed proxy forms by post, members are strongly encouraged to submit completed and signed proxy forms electronically via electronic mail.

4. The instrument appointing a proxy must be under the hand of the appointor or of his attorney duly authorised in writing. Where the instrument appointing a proxy is executed by a corporation, it must be executed either under its common seal or under the hand of an officer of the corporation or attorney duly authorised.
5. A depositor shall not be regarded as a member of the Company entitled to attend and vote at the AGM unless his/her name appears on the Depository Register not less than 72 hours before the time of the AGM.

EXPLANATORY NOTES:

- (1) Resolution 2 in item 2 above, if passed, will facilitate the payment of Directors' fees of S\$180,000 for FY2020 on a quarterly basis in arrears. The amount of Directors' fees is computed based on the anticipated number of board and board committee meetings for FY2020, including the attendance and positions held by all of the Non-Executive Directors in various board committees, and assuming that all Non-Executive Directors will hold office for the full financial year. In the event the amount of Directors' fees proposed is insufficient, for example in the event of unscheduled board meetings and/or enlarged board sizes, approval will be sought at the next AGM for such additional fees before payments are made to the Directors to meet the shortfall.
- (2) In relation to Resolution 3 in item 3 above, Mr. Mark Benedict Ryan will, upon re-election as a Director, remain as an Independent Director, Chairman of the Audit Committee and a member of the Remuneration Committee. The board of directors of the Company ("**Board**") considers him to be independent for the purpose of Rule 704(7) of the Catalist Rules.

Mr. Mark Benedict Ryan has no relationship with the Company, its related corporations, its substantial Shareholders or its officers. Further information on Mr. Mark Benedict Ryan can be found in the Company's FY2019 annual report.

Details on Mr. Mark Benedict Ryan

Date of Appointment: 20 November 2017

Date of last re-appointment (if applicable): 27 April 2018

Age: 54

Country of principal residence: Australia

The Board's comments on this appointment (including rationale, selection criteria, and the search and nomination process): The re-election of Mr Mark Benedict Ryan as Independent Director was recommended by the Nominating Committee and approved by the Board, after taking into consideration Mr Mark Benedict Ryan's qualifications, expertise, experience and overall contribution since he was appointed as a Director.

Whether appointment is executive, and if so, the area of responsibility: Non-executive

Job Title: Independent Director, Chairman of Audit Committee, and a member of Remuneration Committee

Professional qualifications: Please refer to the Board of Directors section in the Company's FY2019 annual report

Working experience and occupation(s) during the past 10 years: Please refer to the Board of Directors section in the Company's FY2019 annual report

Shareholding interest in the listed issuer and its subsidiaries: Deemed interest in 2,097,600 Shares

Any relationship (including immediate family relationships) with any existing director, existing executive officer, the issuer and/or substantial shareholder of the listed issuer or of any of its principal subsidiaries: No

Conflict of interest (including any competing business): None

Undertaking (in the format set out in Appendix 7H) under Rule 720(1) has been submitted to the listed issuer

Yes No

Items (a) to (k) of Appendix 7G of the Catalyst Rules: There is no change to the declaration, which was disclosed in the Offer Document dated 11 December 2017.

- (3) In relation to Resolution 4 in item 4 above, Mr. Tan Soon Liang (Chen Shunliang) will, upon re-election as a Director, remain as an Independent Director, Chairman of the Nominating Committee and a member of the Audit Committee. The Board considers him to be independent for the purpose of Rule 704(7) of the Catalyst Rules.

Mr. Tan Soon Liang (Chen Shunliang) has no relationship with the Company, its related corporations, its substantial Shareholders or its officers. Further information on Mr. Tan Soon Liang (Chen Shunliang) can be found in the Company's FY2019 annual report.

Details on Mr. Tan Soon Liang (Chen Shunliang)

Date of Appointment: 20 November 2017

Date of last re-appointment (if applicable): 27 April 2018

Age: 47

Country of principal residence: Singapore

The Board's comments on this appointment (including rationale, selection criteria, and the search and nomination process): The re-election of Mr Tan Soon Liang as Independent Director was recommended by the Nominating Committee and approved by the Board, after taking into consideration Mr Tan Soon Liang's qualifications, expertise, experience and overall contribution since he was appointed as a Director.

Whether appointment is executive, and if so, the area of responsibility: Non-executive

Job Title: Independent Director, Chairman of the Nomination Committee, and a member of Audit Committee

Professional qualifications: Please refer to the Board of Directors section in the Company's FY2019 annual report

Working experience and occupation(s) during the past 10 years: Please refer to the Board of Directors section in the Company's FY2019 annual report

Shareholding interest in the listed issuer and its subsidiaries: None

Any relationship (including immediate family relationships) with any existing director, existing executive officer, the issuer and/or substantial shareholder of the listed issuer or of any of its principal subsidiaries: No

Conflict of interest (including any competing business): None

Undertaking (in the format set out in Appendix 7H) under Rule 720(1) has been submitted to the listed issuer

Yes No

Items (a) to (k) of Appendix 7G of the Catalyst Rules: There is no change to the declaration, which was disclosed in the Offer Document dated 11 December 2017.

- (4) The Resolution 6 in item 7 above, if passed, will empower the Directors to allot and issue Shares, make or grant Instruments and to issue Shares pursuant to such Instruments, without seeking any further approval from Shareholders but within the limitations imposed by this resolution, for such purposes as the Directors may consider would be in the best interests of the Company, from the date of the AGM until the conclusion of the next AGM, or the date by which the next AGM is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is earlier. The aggregate number of Shares (including Shares to be made in pursuance of Instruments made or granted pursuant to this Resolution) to be allotted and issued is not to exceed 100% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) at the time of passing of this Resolution (subject to the adjustments stipulated in item 7(II)(b) above), of which the aggregate number of Shares issued other than on a pro-rata basis to all Shareholders is not to exceed 50% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) at the time of the passing of this Resolution (subject to the adjustments stipulated in item 7(II)(b) above).
- (5) The Resolution 7 in item 8 above, if passed, will empower the Directors to offer and grant Awards under the PSP, and to allot and issue Shares pursuant to the vesting of Awards granted under the PSP, provided that the aggregate number of Shares issued and issuable pursuant to the PSP, when added to (i) the number of Shares issued and issuable and/or transferred or transferable in respect of all Awards granted thereunder; and (ii) all other Shares issued and issuable and/or transferred or transferable in respect of all share options granted or share awards granted under any other share incentive schemes or share plans adopted by the Company, shall not exceed 15% of the total number of shares (excluding treasury shares and subsidiary holdings) from time to time.

PERSONAL DATA PRIVACY

By submitting a proxy form appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), recordings and transmitting images and/or voice recording when broadcasting the AGM proceedings through webcast, and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.