

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**AGM**”) of Clearbridge Health Limited (the “**Company**”) will be held by way of electronic means on Wednesday, 28 June 2023 at 10.00 a.m. for the following purposes:

Ordinary Business

1. To receive and adopt the audited financial statements of the Company for the financial year ended 31 December 2022 (“**FY2022**”), the directors’ statement and the auditor’s report thereon.

(Resolution 1)

2. To approve the payment of directors’ fees of S\$165,000 for the financial year ending 31 December 2023 (“**FY2023**”), 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**”) and who being eligible, offers himself for re-election.

(See Explanatory Note 2)

(Resolution 3)

4. To note the retirement of Mr Tan Soon Liang (Chen Shunliang), who is retiring pursuant to Regulation 98 of the Constitution, and who will not be seeking re-election and will retire as a Director at the conclusion of the AGM.

(See Explanatory Note 3)

5. To appoint Messrs CLA Global TS Public Accounting Corporation (“**CLA Global TS**”) as auditors (“**Auditors**”) of the Company in place of retiring Auditors, Messrs Ernst & Young LLP (“**EY**”), to hold the office until the conclusion of the next AGM and to authorise the Directors to fix their remuneration.

(See Explanatory Note 4)

(Resolution 4)

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 1967 (the “**Act**”) and Rule 806 of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) Listing Manual Section B: Rules of Catalyst (“**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



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- 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 5)

(Resolution 5)

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

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“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,

provided 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 6)

(Resolution 6)

By Order of the Board

Cheok Hui Yee
Company Secretary
Singapore
13 June 2023



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EXPLANATORY NOTES:

- (1) Resolution 2 in item 2 above, if passed, will facilitate the payment of Directors' fees of S\$165,000 for FY2023 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 FY2023, including the attendance and positions held by all of the non-executive directors of the Company ("**Non-Executive Directors**") in various board committees, and assuming that all Non-Executive Directors holding office at the conclusion of the AGM 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 ("**Independent Director**"), chairman of the Audit Committee, and a member of the Remuneration Committee. The board of directors ("**Board**") considers him to be independent for the purposes of Rule 704(7) of the Catalyst Rules.

Detailed information on Mr Mark Benedict Ryan can be found in the Company's annual report for FY2022 ("**FY2022 Annual Report**").

Details on Mr Mark Benedict Ryan

Date of Appointment: 20 November 2017

Date of last re-appointment (if applicable): 29 June 2020

Age: 57

Country of principal residence: Australia

The Board's comments on this appointment (including rationale, selection criteria, board diversity considerations, 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 FY2022 Annual Report

Working experience and occupation(s) during the past 10 years: Please refer to the "Board of Directors" section in the FY2022 Annual Report

Other Principal Commitments, including Directorships: Please refer to the "Board of Directors" section in the FY2022 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: None

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 7F of the Catalyst Rules: There is no change to the declaration, which was disclosed in the Company's offer document dated 11 December 2017.

- (3) Mr Tan Soon Liang (Chen Shunliang) will retire as an Independent Director of the Company at the conclusion of the AGM and concurrently relinquish his position as the chairman of the Nominating Committee and a member of the Audit Committee of the Company.
- (4) The Resolution 4 proposed in item 5 above is to approve the appointment of CLA Global TS as Auditors of the Company for the financial year ending 31 December 2023 in place of the retiring Auditors, EY (the "**Proposed Appointment of Auditors**"), and to authorise the Directors to fix their remuneration. Please refer to the appendix to this Notice of AGM dated 13 June 2023 which sets out, among others, information on the specific reasons for the Proposed Appointment of Auditors (the "**Appendix**").

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

- (a) the outgoing Auditors, EY, has confirmed in its professional clearance letter that they are not aware of any professional reasons why CLA Global TS should not accept appointment as Auditors of the Company;
- (b) the Company confirms that there were no disagreements with the outgoing auditors, EY, on accounting treatments within the last twelve (12) months;

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- (c) the Company confirms that it is not aware of any circumstances connected with the Proposed Appointment of Auditors that should be brought to the attention of Shareholders;
 - (d) the specific reasons for the Proposed Appointment of Auditors are as set out in paragraph 2.1 of the Appendix; and
 - (e) the Company confirms that it is in compliance with Rules 712 and 715 of the Catalist Rules in connection with the appointment of CLA Global TS as incoming auditors.
- (5) The Resolution 5 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).
- (6) The Resolution 6 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 issued Shares (excluding treasury shares and subsidiary holdings) from time to time.

NOTES:

1. The AGM is being convened, and will be held, wholly 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. Printed copies of this Notice of AGM will not be sent to members. Instead, this Notice of AGM will be published on the Company's website at the URL <https://clearbridgehealth.com/about-us/corporate-information/investor-relations/#annual-reports>, and on SGXNet at the URL <https://www.sgx.com/securities/company-announcements>. **Members will not be able to attend the AGM in person.**
2. Alternative arrangements relating to:
 - (a) attendance at the AGM via electronic means (including arrangements by which the meeting can be electronically accessed via "live" audio-visual webcast ("**Live Webcast**") or "live" audio-only stream ("**Live Audio Stream**");
 - (b) submission of questions to the Company in advance of, or "live" at the AGM, and addressing of substantial and relevant questions in advance of, or "live" at, the AGM; and
 - (c) voting at the AGM (i) "live" by the Shareholder or his/her/its duly appointed proxy(ies) (other than the chairman of the AGM) via electronic means; or (ii) by appointing the chairman of the AGM as proxy to vote on the Shareholder's behalf at the AGM,

are set out in this Notice of AGM. The FY2022 Annual Report, this Notice of AGM, the Appendix and proxy form may be accessed on the Company's website at the URL <https://clearbridgehealth.com/about-us/corporate-information/investor-relations/#annual-reports> and on SGXNet at the URL <https://www.sgx.com/securities/company-announcements>.

Participation in the AGM via Electronic Means

3. Shareholders and investors holding Shares through Supplementary Retirement Scheme ("**SRS**", and such investors, "**SRS Investors**") who wish to attend the AGM, will be able to watch or listen to the proceedings of the AGM through a Live Webcast via mobile phone, tablet or laptop/computer or through a Live Audio Stream via telephone. In order to do so, they must pre-register at the pre-registration website at the URL <https://conveneagm.sg/clearbridge2023> ("**AGM Website**") by **10.00 a.m. on 25 June 2023 ("Registration Cut-Off Date")**. Upon successful verification, an email containing the login instructions and password as well as the link to access the Live Webcast and a toll-free telephone number to access the Live Audio Stream of the proceedings of the AGM (the "**Confirmation Email**") will be sent to authenticated Shareholders, SRS Investors and proxies by **27 June 2023, 10.00 a.m.** Shareholders and SRS Investors who have pre-registered by the Registration Cut-Off Date but who have not received the Confirmation Email, should contact the Company's webcast vendor, ConveneAGM at support@conveneagm.com.

Investors holding Shares through relevant intermediaries (as defined in Section 181 of the Act) (other than SRS Investors) will **not** be able to pre-register on the AGM Website and should contact their respective relevant intermediaries through which they hold such Shares as soon as possible in order to make the necessary arrangements for them to participate in the AGM.

Submission of questions in advance of the AGM

4. Shareholders (including SRS Investors) or, where applicable, their appointed proxies will be able to ask questions "live" at the AGM by submitting text-based questions through the "live" chat function upon joining the Live Webcast (and not the Live Audio Stream). The Company will endeavour to respond to questions as far as reasonably practicable during the AGM.



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5. Shareholders and SRS Investors may submit any questions related to the resolutions to be tabled for approval at the AGM in advance of the AGM within 7 calendar days from the Notice of AGM, i.e. no later than **5.00 p.m. on 20 June 2023**:

(a) via email to the Company at ShareholderQueries@clearbridgehealth.com; or

(b) via post to the Company's Share Registrar, Tricor Barbinder Share Registration Service at 80 Robinson Road, #11-02, Singapore 068898.

Shareholders and SRS investors who submit questions via email or by post must provide their full name, identification number, contact number, email address, the number of shares held and the manner in which the shares are held (e.g., via CDP or SRS) for authentication.

6. The Company will endeavour to address all substantial and relevant questions received from the Shareholders and investors via the Company's website at the URL <https://www.clearbridgehealth.com> and SGXNet at the URL <https://www.sgx.com/securities/company-announcements>, at least 48 hours prior to the Registration Cut-off Date for the lodgement of the proxy forms, i.e. by **22 June 2023**. Where substantially similar questions are received, the Company will consolidate such questions and consequently, not all questions may be individually addressed.
7. Any relevant and substantial questions received after 20 June 2023 shall be addressed during the AGM. The Company will publish the minutes of the AGM, including substantial and relevant queries from Shareholders addressed during the AGM, if any, on the SGX website and/or the Company's website within one (1) month after the date of the AGM.
8. Investors (other than SRS Investors) will not be able to submit questions relating to the business of the AGM via the methods set out above. Instead, they should approach their relevant intermediaries as soon as possible in order for their relevant intermediaries to make the necessary arrangements for them to submit questions in advance of the AGM.

Voting by Shareholders

9. Shareholders and investors will be able to vote "live" on the resolution to be tabled for approval at the AGM. For the avoidance of doubt, "live" voting is not permissible by the Live Audio Stream.
10. A Shareholder who wishes to exercise his/her/its voting rights at the AGM may:
- (a) (where the Shareholder is an individual) attend and vote "live" via electronic means at AGM;
 - (b) (where the Shareholder is an individual or a corporate) appoint a proxy(ies) (other than the chairman of the AGM) to attend and vote "live" via electronic means at the AGM on his/her/its behalf; or
 - (c) (where the Shareholder is an individual or a corporate) appoint the chairman of the AGM as his/her/its proxy to vote on his/her/its behalf at the AGM.
11. SRS Investors holding shares through SRS Operators:
- (a) may vote "live" via electronic means at the AGM if they are appointed as proxies by their respective SRS Operators, and should contact their respective SRS Operators if they have any queries regarding their appointment as proxies; or
 - (b) may appoint the chairman of the AGM as proxy to vote on their behalf at the AGM, in which case they should approach their respective SRS Operators to submit their votes by **5.00 p.m. on 16 June 2023**.
12. Where a Shareholder or investor 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 proxy form, failing which appointment of the chairman of the AGM as proxy for that resolution will be treated as invalid.

Submission of Proxy Form

13. A Shareholder who is not a relevant intermediary is entitled to appoint not more than two (2) proxies to attend, speak and vote at the AGM. Where such Shareholder's proxy form appoints more than one (1) proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the proxy form.
14. A Shareholder who is a relevant intermediary is entitled to appoint more than two (2) proxies to attend, speak and vote at the AGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such Shareholder's proxy form appoints more than two (2) proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the proxy form.
15. The proxy needs not be a member of the Company.
16. The proxy form is not valid for use by investors (including SRS Investors) and shall be ineffective for all intents and purposes if used or purported to be used by them. Investors (including SRS Investors) should instead contact their relevant intermediaries as soon as possible to specify their voting instructions. SRS Investors who wish to appoint the chairman of the AGM as proxy should approach their respective SRS Operators to submit their voting instruction by **5.00 p.m. on 16 June 2023**, being seven (7) working days before the AGM and the SRS Operators will submit the proxy form on their behalf.

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The relevant intermediaries shall complete the proxy form submission in respect of the investors, and provide to the Company a consolidated list of investors ("**Attendees**"), together with the following information: (i) Name of Attendee; (ii) NRIC number/passport number/company registration number; (iii) email address; and (iv) the interests held in the Company by each Attendee for registration by email to ProxyFormSubmission@clearbridgehealth.com no later than the Registration Cut-off Date being **25 June 2023 at 10.00 a.m.**

17. The proxy form must be submitted to the Company in the following manner:

- (a) if submitted electronically, must be submitted via email to ProxyFormSubmission@clearbridgehealth.com (e.g. enclosing a clear scanned completed and signed proxy form); or
- (b) if submitted by post, must be deposited at the office of the Company's Share Registrar, Tricor Barbinder Share Registration Service at 80 Robinson Road, #11-02, Singapore 068898,

in either case, no later than **25 June 2023 at 10.00 a.m.**, being seventy-two (72) hours before the time appointed for holding the AGM.

A member who wishes to submit a proxy form 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 email to the email address provided above, where relevant.

Members are strongly encouraged to submit completed and signed proxy forms electronically via email.

- 18. The proxy form appointing a proxy must be under the hand of the appointor or of his attorney duly authorised in writing. Where the proxy form is executed by a corporation, it must be executed either under its common seal (or by the signatures of authorised persons in the manner as set out under the Act as an alternative to sealing) or under the hand of an attorney or an officer of the corporation duly authorised.
- 19. Where the proxy form is signed on behalf of the appointor by an attorney, the power of attorney (or other authority) or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the proxy form, failing which the proxy form may be treated as invalid.
- 20. 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 seventy-two (72) hours before the time of the AGM.

PERSONAL DATA PRIVACY

By (a) submitting a proxy form appointing the proxy (proxies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, (b) submitting any questions prior to the AGM, or (c) submitting the pre-registration form in accordance with this Notice, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of proxy(ies) appointed for the AGM (including any adjournment thereof); processing the pre-registration forms for purposes of granting access to members to the Live Webcast or Live Audio Stream and providing viewers with any technical assistance, when necessary; addressing substantial and relevant questions from members received in advance of the AGM; 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 or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, 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.

This announcement has been prepared by the Company and has been reviewed by the Company's sponsor, United Overseas Bank Limited (the "Sponsor"), for compliance with Rules 226(2)(b) and 753(2) of the Singapore Exchange Securities Trading Limited ("SGX-ST") Listing Manual Section B: Rules of Catalist. This announcement has not been examined or approved by the SGX-ST. The SGX-ST assumes no responsibility for the contents of this announcement, including the correctness of any of the statements or opinions made or reports contained in this announcement. The contact person for the Sponsor is Mr David Tham, Senior Director, Equity Capital Markets, who can be contacted at 80 Raffles Place, #03-03 UOB Plaza 1, Singapore 048624, telephone: +65 6533 9898.