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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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### CLEARBRIDGE HEALTH LIMITED

(Company Registration No.: 201001436C)  
(Incorporated in the Republic of Singapore)

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “**EGM**”) of Clearbridge Health Limited (the “**Company**”) will be convened and held on Wednesday, 12 March 2025, at 10:00 a.m. (Singapore Time) at 1 Pemimpin Drive, #11-05 One Pemimpin, Singapore 576151 for the purpose of considering and, if thought fit, passing with or without any modifications, the ordinary resolutions as set out below.

*All capitalised terms used in this notice of EGM (the “**Notice of EGM**”) which are not defined herein shall have the meaning ascribed to them in the circular to shareholders of the Company dated 25 February 2025 (the “**Circular**”).*

#### **ORDINARY RESOLUTION 1:**

#### **PROPOSED ISSUE TO COOP INTERNATIONAL PTE LTD**

RESOLVED THAT:

- (a) subject to and contingent upon the passing of Ordinary Resolution 5 as set out herein in this Notice of EGM:
- (i) pursuant to Section 161 of the Companies Act 1967 of Singapore (the “**Companies Act**”), Rule 805(1) and Rule 812 of the Singapore Exchange Securities Trading Limited Listing Manual Section B: Rules of Catalist (the “**Catalist Rules**”), authority be and is hereby given to each of the directors of the Company (the “**Directors**”) or any of them to allot and issue 483,870,967 new ordinary shares in the capital of the Company to Coop International Pte Ltd at an Adjusted Conversion Price of S\$0.0031 for each Conversion Share upon conversion of all Outstanding Bonds held by Coop International Pte Ltd in accordance with the Bond Terms and Conditions and the Letter of Undertaking issued by Coop International Pte Ltd; and
  - (ii) the Directors and each of them be and are hereby authorised and empowered to complete all acts and things as they or he may consider necessary or expedient to give effect to this Ordinary Resolution 1, including and without limitations to the foregoing, to negotiate, sign, execute and deliver all documents, approve any amendments, alterations or modifications to any documents (if required) in the interests of the Company and, to the extent that any of the foregoing have been done, that they be and are hereby approved, confirmed and ratified.

[Please see the Explanatory Note 1 below for more details]

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### **ORDINARY RESOLUTION 2:**

#### **PROPOSED ISSUE TO THE REMAINING OUTSTANDING BONDHOLDERS**

RESOLVED THAT:

- (a) pursuant to Section 161 of the Companies Act and Rule 805(1) of the Catalist Rules, authority be and is hereby given to the Directors or any of them to allot and issue 411,290,319 new ordinary shares in the capital of the Company to the Remaining Outstanding Bondholders at an Adjusted Conversion Price of S\$0.0031 for each Conversion Share upon conversion of all Outstanding Bonds held by the Remaining Outstanding Bondholders in accordance with the Bond Terms and Conditions and the respective Letters of Undertaking issued by the Remaining Outstanding Bondholders; and
- (b) the Directors and each of them be and are hereby authorised and empowered to complete all acts and things as they or he may consider necessary or expedient to give effect to this Ordinary Resolution 2, including and without limitations to the foregoing, to negotiate, sign, execute and deliver all documents, approve any amendments, alterations or modifications to any documents (if required) in the interests of the Company and, to the extent that any of the foregoing have been done, that they be and are hereby approved, confirmed and ratified.

[Please see the Explanatory Note 2 below for more details]

### **ORDINARY RESOLUTION 3:**

#### **PROPOSED ISSUE TO YEE PINH JEREMY**

RESOLVED THAT:

- (a) pursuant to Section 161 of the Companies Act, Rule 804, Rule 805(1) and Rule 812 of the Catalist Rules, authority be and is hereby given to the Directors or any of them to allot and issue 161,290,322 new ordinary shares in the capital of the Company to Yee Pinh Jeremy at an Adjusted Conversion Price of S\$0.0031 for each Conversion Share upon conversion of all Outstanding Bonds held by Yee Pinh Jeremy in accordance with the Bond Terms and Conditions and the Letter of Undertaking issued by Yee Pinh Jeremy; and
- (b) the Directors and each of them be and are hereby authorised and empowered to complete all acts and things as they or he may consider necessary or expedient to give effect to this Ordinary Resolution 3, including and without limitations to the foregoing, to negotiate, sign, execute and deliver all documents, approve any amendments, alterations or modifications to any documents (if required) in the interests of the Company and, to the extent that any of the foregoing have been done, that they be and are hereby approved, confirmed and ratified.

[Please see the Explanatory Note 3 below for more details]

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### **ORDINARY RESOLUTION 4:**

#### **PROPOSED ISSUE TO CHEN JOHNSON**

RESOLVED THAT:

- (a) pursuant to Section 161 of the Companies Act, Rule 804, Rule 805(1) and Rule 812 of the Catalist Rules, authority be and is hereby given to the Directors or any of them to allot and issue 80,645,161 new ordinary shares in the capital of the Company to Chen Johnson at an Adjusted Conversion Price of S\$0.0031 for each Conversion Share upon conversion of all Outstanding Bonds held by Chen Johnson in accordance with the Bond Terms and Conditions and the Letter of Undertaking issued by Chen Johnson; and
- (b) the Directors and each of them be and are hereby authorised and empowered to complete all acts and things as they or he may consider necessary or expedient to give effect to this Ordinary Resolution 4, including and without limitations to the foregoing, to negotiate, sign, execute and deliver all documents, approve any amendments, alterations or modifications to any documents (if required) in the interests of the Company and, to the extent that any of the foregoing have been done, that they be and are hereby approved, confirmed and ratified.

[Please see the Explanatory Note 4 below for more details]

### **ORDINARY RESOLUTION 5:**

#### **PROPOSED TRANSFER OF CONTROLLING INTEREST**

RESOLVED THAT:

- (a) subject to and contingent upon the passing of Ordinary Resolution 1 as set out herein in this Notice of EGM:
  - (i) pursuant to Rule 803 of the Catalist Rules, approval be and is hereby given for the allotment and issuance by the Company of 483,870,967 new ordinary shares in the capital of the Company to Coop International Pte Ltd on the terms and subject to the conditions of the Bond Terms and Conditions and the Letter of Undertaking issued by Coop International Pte Ltd, which will result in a transfer of controlling interest in the Company to Coop International Pte Ltd; and
  - (ii) the Directors and each of them be and are hereby authorised and empowered to complete all acts and things as they or he may consider necessary or expedient to give effect to this Ordinary Resolution 5, including and without limitations to the foregoing, to negotiate, sign, execute and deliver all documents, approve any amendments, alterations or modifications to any documents (if required) in the interests of the Company and, to the extent that any of the foregoing have been done, that they be and are hereby approved, confirmed and ratified.

[Please see the Explanatory Note 1 below for more details]

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### Inter-conditionality of the Resolutions

- (a) the passing of Ordinary Resolution 1 and Ordinary Resolution 5 are inter-conditional upon the passing of one another, such that if either Ordinary Resolution 1 or Ordinary Resolution 5 is not passed, both Ordinary Resolution 1 and Ordinary Resolution 5 will not be passed;
- (b) the passing of Ordinary Resolution 2 is not conditional upon the passing of Ordinary Resolution 1, Ordinary Resolution 3, Ordinary Resolution 4, and Ordinary Resolution 5, and the Company may still elect to proceed with the Proposed Issue to the Remaining Outstanding Bondholders if Ordinary Resolution 2 is approved, even if Ordinary Resolution 1, Ordinary Resolution 3, Ordinary Resolution 4 or Ordinary Resolution 5 are not approved;
- (c) the passing of Ordinary Resolution 3 is not conditional upon the passing of Ordinary Resolution 1, Ordinary Resolution 2, Ordinary Resolution 4, and Ordinary Resolution 5, and the Company may still elect to proceed with the Proposed Issue to Yee Pinh Jeremy if Ordinary Resolution 3 is approved, even if Ordinary Resolution 1, Ordinary Resolution 2, Ordinary Resolution 4 or Ordinary Resolution 5 are not approved; and
- (d) the passing of Ordinary Resolution 4 is not conditional upon the passing of Ordinary Resolution 1, Ordinary Resolution 2, Ordinary Resolution 3, and Ordinary Resolution 5, and the Company may still elect to proceed with the Proposed Issue to Chen Johnson if Ordinary Resolution 4 is approved, even if Ordinary Resolution 1, Ordinary Resolution 2, Ordinary Resolution 3 or Ordinary Resolution 5 are not approved.

### BY ORDER OF THE BOARD

Andrew John Lord  
Lead Independent Director  
25 February 2025

### EXPLANATORY NOTES:

1. Coop International Pte Ltd shall abstain, and shall procure that its associates abstain, from voting at the EGM on Ordinary Resolution 1 and Ordinary Resolution 5, and shall also refrain from accepting nomination as proxy or otherwise vote at the EGM in respect of Ordinary Resolution 1 and Ordinary Resolution 5 unless Shareholders appointing them as proxy give specific instructions in the relevant proxy forms on the manner in which they wish their votes to be cast for the said resolution.
2. The Remaining Outstanding Bondholders whom are also Shareholders (if applicable) shall abstain, and shall procure that their respective associates abstain, from voting at the EGM on Ordinary Resolution 2, and shall also refrain from accepting nomination as proxy or otherwise vote at the EGM in respect of Ordinary Resolution 2 unless Shareholders appointing them as proxy give specific instructions in the relevant proxy forms on the manner in which they wish their votes to be cast for the said resolution.
3. Yee Pinh Jeremy shall abstain, and shall procure that his associates abstain, from voting at the EGM on Ordinary Resolution 3, and shall also refrain from accepting nomination as proxy or otherwise vote at the EGM in respect of Ordinary Resolution 3 unless Shareholders appointing them as proxy give specific instructions in the relevant proxy forms on the manner in which they wish their votes to be cast for the said resolution.
4. Chen Johnson shall abstain, and shall procure that his associates abstain, from voting at the EGM on Ordinary Resolution 4, and shall also refrain from accepting nomination as proxy or otherwise vote at the EGM in respect of Ordinary Resolution 4 unless Shareholders appointing them as proxy give specific instructions in the relevant proxy forms on the manner in which they wish their votes to be cast for the said resolution.

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### NOTES:

#### 1. IMPORTANT NOTES ON THE EGM

- 1.1. The EGM will be held, in a wholly physical format, at 1 Pemimpin Drive, #11-05 One Pemimpin, Singapore 576151 on Wednesday, 12 March 2025, at 10:00 a.m. (Singapore Time). **There will be no option for Shareholders to participate in the EGM proceedings virtually.**
- 1.2. A Shareholder entitled to attend, speak and vote at the EGM is entitled to appoint a proxy to attend, speak and vote on his/her behalf.
- 1.3. 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 EGM. Where such Shareholder appoints two (2) proxies, the proportion of his/her shareholding to be represented by each proxy shall be specified in the Proxy Form. If the proportion of his/her shareholding is not specified, the first named proxy shall be deemed to represent 100% of his/her shareholding and the second named proxy shall be deemed to be an alternate to the first named.

A Shareholder who is a relevant intermediary is entitled to appoint more than two (2) proxies to attend, speak and vote at the EGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such Shareholder. Where such Shareholder appoints more than one (1) proxy, the number of Shares in relation to which each proxy has been appointed shall be specified in the Proxy Form.

“**relevant intermediary**” has the meaning ascribed to it in Section 181 of the Companies Act.

- 1.4. A proxy need not be a Shareholder.
- 1.5. The Proxy Form, duly executed together with the power of attorney or other authority, if any, under which the Proxy Form is signed or a notarially certified copy of that power of attorney or other authority (failing previous registration with the Company), must be submitted:
  - (a) if sent personally or by post, to the registered office of the Company at 37 Jalan Pemimpin, #08-05, Mapex, Singapore 577177; or
  - (b) if sent by email, to the Company’s Polling Agent at [ProxyFormSubmission@clearbridgehealth.com](mailto:ProxyFormSubmission@clearbridgehealth.com),in each case, not less than seventy-two (72) hours before the time appointed for holding the EGM, i.e. by 10:00 a.m. (Singapore Time) on 9 March 2025.
- 1.6. The Proxy Form must be signed by the appointor or his attorney duly authorised in writing or, if the appointor is a corporation, it must be executed either under its common seal or signed by its attorney or officer duly authorised.
- 1.7. A corporation which is a Shareholder may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the meeting, in accordance with Section 179 of the Companies Act. The person so authorised shall, upon production of a copy of such resolution certified by a director of the corporation to be a true copy, be entitled to exercise the powers on behalf of the corporation so represented as the corporation could exercise in person if it were an individual.
- 1.8. Where an instrument appointing a proxy or proxies is signed on behalf of the appointed by an attorney, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company), if the instrument is submitted personally or by post, be lodged with the instrument or, if the instrument is submitted electronically via email, be emailed with the instrument, failing which the instrument may be treated as invalid.
- 1.9. Completion and submission of the instrument appointing a proxy or proxies by a Shareholder will not prevent him/her from attending, speaking and voting at the EGM if he/she so wishes. The appointment of a proxy or proxies for the EGM shall be deemed to be revoked if the Shareholder attends the EGM in person, and in such event, the Company reserves the right to refuse to admit any person(s) appointed under the relevant instrument appointing the proxy or proxies to the EGM.
- 1.10. The Company shall be entitled to reject the instrument appointing a proxy or proxies if it is incomplete, improperly completed, illegible, or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing a proxy or proxies.
- 1.11. Persons who hold Shares through relevant intermediaries (including SRS investors) and wish to exercise their votes by appointing the Chairman of the EGM as proxy should approach their respective relevant intermediaries (which would include SRS operators) through which they hold such Shares at least seven (7) working days before the EGM to submit their voting instructions in order to allow sufficient time for their respective relevant intermediaries to in turn submit a Proxy Form to appoint the Chairman of the EGM to vote on their behalf by 10:00 a.m. (Singapore Time) on 9 March 2025.

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- 1.12. A Shareholder's name must appear on the Depository Register maintained by The Central Depository (Pte) Limited as at seventy-two (72) hours before the time appointed for holding the EGM in order for the Depositor to be entitled to attend, speak and vote at the EGM.

### 2. ACCESS TO DOCUMENTS OR INFORMATION RELATING TO THE EGM

Printed copies of the Notice of EGM, the accompanying Proxy Form and the request form for a printed copy of the Circular (the "**Request Form**") will be despatched to Shareholders. A printed copy of the Circular will only be despatched to the Shareholders upon submission of the Request Form by the Shareholders. The Circular (together with the Notice of EGM, the accompanying Proxy Form and the Request Form) have also been made available on the Company's corporate website at the URL: <https://clearbridgehealth.com> and SGXNet at the URL: <https://www.sgx.com/securities/company-announcements>.

### 3. SUBMISSION OF QUESTIONS

- 3.1. Shareholders may raise questions at the EGM or submit questions relating to the agenda of the Notice of EGM, in advance of the EGM.

- 3.2. Shareholders who would like to submit questions relating to the agenda of the Notice of EGM in advance may do so in the following manner:

- (a) by post to the registered office of the Company at 37 Jalan Pemimpin, #08-05, Mapex, Singapore 577177; or  
(b) by email to the Company at [ShareholderQueries@clearbridgehealth.com](mailto:ShareholderQueries@clearbridgehealth.com).

All questions must be submitted by 10:00 a.m. (Singapore Time) on 4 March 2025.

- 3.3. Shareholders, including SRS investors, who wish to submit their questions by post or by email are required to indicate their full names (for individuals)/company names (for corporates), NRIC/passport/company registration numbers, contact numbers, shareholding types and number of Shares held together with their submission of questions, to the office address or email address provided. Investors who hold Shares through relevant intermediaries (as defined in Section 181 of the Companies Act), excluding SRS investors, should contact their respective relevant intermediaries to submit their questions based on the abovementioned instructions.

- 3.4. The Company will endeavour to address the substantial and relevant questions relating to the agenda of the Notice of EGM from Shareholders soonest possible and in any case, not later than forty-eight (48) hours before the closing date and time for the lodgement of Proxy Forms (i.e. by 10:00 a.m. (Singapore Time) on 7 March 2025 (the "**Cut-Off Time**")). The responses to substantial and relevant questions from Shareholders by the Cut-Off Time will be posted on the SGXNet and the Company's corporate website. Any subsequent clarifications sought by Shareholders after the Cut-Off Time, or during the EGM, will be addressed at the EGM. The minutes of the EGM will be published on the SGXNet and the Company's corporate website within one (1) month after the date of the EGM.

### 4. PERSONAL DATA PRIVACY

By (a) submitting a proxy form appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof; or (b) submitting any questions prior to, or at, the EGM, a Shareholder (i) consents to the collection, use and disclosure of the Shareholder'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) and/or representative(s) appointed for the EGM (including any adjournment thereof), addressing substantial and relevant questions from Shareholders received prior to, or at, the EGM, the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (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 (collectively, the "**Purposes**"); (ii) warrants that where the Shareholder discloses the personal data of the Shareholder's proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the Shareholder 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 or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes; and (iii) agrees that the Shareholder will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the Shareholder's breach of warranty.

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*This notice has been reviewed by the Company's sponsor, ZICO Capital Pte. Ltd. (the "**Sponsor**").*

*This notice has not been examined or approved by the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") and the SGX-ST assumes no responsibility for the contents of this notice, including the correctness of any of the statements or opinions made or reports contained in this notice.*

*The contact person for the Sponsor is Ms Goh Mei Xian, ZICO Capital Pte. Ltd. at 77 Robinson Road, #06-03 Robinson 77, Singapore 068896, telephone (65) 6636 4201*