
NOTICE OF ANNUAL GENERAL MEETING

CLEARBRIDGE HEALTH LIMITED

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

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**AGM**”) of Clearbridge Health Limited (the “**Company**”) will be convened and held on Wednesday, 30 April 2025, at 10:00 a.m. (Singapore Time) at SAFRA Toa Payoh, 293 Lor 6 Toa Payoh, Level 3, Reef Room, Singapore 319387 for the purpose of considering and, if thought fit, passing with or without any modifications, the ordinary resolutions as set out below.

Ordinary Business

1. To receive and adopt the audited financial statements of the Company for the financial year ended 31 December 2024 (“**FY2024**”), the directors’ statement and the auditor’s report thereon. **(Resolution 1)**
2. To approve the payment of directors’ fees of S\$150,000 for the financial year ending 31 December 2025 (“**FY2025**”), payable quarterly in arrears.
(See Explanatory Note 1) **(Resolution 2)**
3. To re-elect Mr Yee Pinh Jeremy, 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 re-elect Mr Andrew John Lord, who is retiring pursuant to Regulation 98 of the Constitution as a Director who, being eligible, offers himself for re-election.
(See Explanatory Note 3) **(Resolution 4)**
5. To re-appoint Messrs CLA Global TS Public Accounting Corporation (“**CLA Global TS**”) as auditors (“**Auditors**”) of the Company 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 1967 of Singapore (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 the 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,

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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 5)

(Resolution 7)

BY ORDER OF THE BOARD

Lin Moi Heyang
Company Secretary
15 April 2025

EXPLANATORY NOTES:

1. Resolution 2 in item 2 above, if passed, will facilitate the payment of Directors' fees of S\$150,000 for FY2025 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 FY2025, 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 that 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 Yee Pinh Jeremy will, upon re-election as a Director, remain as an executive director and chief executive officer and a member of the Nominating Committee.

Detailed information on Mr Yee Pinh Jeremy can be found under sections entitled "Board of Directors", "Corporate Governance Report" and "Directors' Statement" of the Company's annual report for FY2024 ("**Annual Report 2024**").

3. In relation to Resolution 4 in item 4 above, Mr Andrew John Lord will, upon re-election as a Director, remain as the lead independent director, chairman of the Remuneration Committee and a member of the Nominating Committee and Audit Committee. The Board considers him to be independent for the purpose of Rule 704(7) of the Catalyst Rules.

Detailed information on Mr Andrew John Lord can be found under sections entitled "Board of Directors", "Corporate Governance Report" and "Directors' Statement" of the Annual Report 2024.

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 issued in pursuance of the 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 issued Shares (excluding treasury shares and subsidiary holdings) from time to time.

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NOTES:

1. **IMPORTANT NOTES ON THE AGM**

- 1.1. The AGM is being convened and will be held, in a wholly physical format, at SAFRA Toa Payoh, 293 Lor 6 Toa Payoh, Level 3, Reef Room, Singapore 319387 on Wednesday, 30 April 2025, at 10:00 a.m. (Singapore Time). **There will be no option for Shareholders to participate in the AGM proceedings virtually.**

- 1.2. A Shareholder entitled to attend, speak and vote at the AGM is entitled to appoint a proxy to attend, speak and vote on his/her behalf. Shareholders (including investors who hold shares through Supplementary Retirement Scheme ("SRS")), and (where applicable) duly appointed proxies and representatives will be able to ask questions and vote at the AGM by attending the AGM in person.

- 1.3. A Shareholder who is not a relevant intermediary (as defined in Section 181 of the Act) ("**Relevant Intermediary**") is entitled to appoint not more than two (2) proxies to attend, speak and vote at the AGM. 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 AGM, 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.

- 1.4. A proxy need not be a member of the Company.

- 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,

in each case, not less than seventy-two (72) hours before the time appointed for holding the AGM, i.e. by **10:00 a.m. (Singapore Time) on 27 April 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 AGM if he/she so wishes. The appointment of a proxy or proxies for the AGM shall be deemed to be revoked if the Shareholder attends the AGM 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 AGM.

- 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 AGM as proxy should approach their respective relevant intermediaries (which would include SRS operators) through which they hold such Shares by **10:00 a.m. (Singapore Time) on 17 April 2025**, being seven (7) working days before the AGM, 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 AGM to vote on their behalf.

- 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 AGM in order for the Depositor to be entitled to attend, speak and vote at the AGM.

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2. ACCESS TO DOCUMENTS OR INFORMATION RELATING TO THE AGM

Printed copies of the Notice of AGM, the accompanying Proxy Form and the request form for a printed copy of the Annual Report 2024 (the **"Request Form"**) will be despatched to Shareholders at his/her registered address appearing in the Register of Members or (as the case may be) the Depositor Register. A printed copy of the Annual Report 2024 will only be despatched to the Shareholders upon submission of the Request Form by the Shareholders. The Annual Report 2024 (together with the Notice of AGM, 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 AGM or submit questions relating to the agenda of the Notice of AGM, in advance of the AGM.
- 3.2. Shareholders who would like to submit questions relating to the agenda of the Notice of AGM 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.

All questions must be submitted by **10:00 a.m. (Singapore Time) on 22 April 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, 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 AGM 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 25 April 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 AGM, will be addressed at the AGM. The minutes of the AGM will be published on the SGXNet and the Company's corporate website within one (1) month after the date of the AGM.

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 AGM and/or any adjournment thereof; or (b) submitting any questions prior to, or at, the AGM, 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 AGM (including any adjournment thereof), addressing substantial and relevant questions from Shareholders received prior to, or at, the AGM, the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (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.

*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 M ei Xian, ZICO Capital Pte. Ltd. at 77 Robinson Road, #06-03 Robinson 77, Singapore 068896, telephone (65) 6636 4201.

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