



SINGAPORE INSTITUTE OF ADVANCED MEDICINE HOLDINGS LTD.
(Company Registration No. 201134046D)
(Incorporated in the Republic of Singapore)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (the “**AGM**”) of Singapore Institute of Advanced Medicine Holdings Ltd. (the “**Company**”) will be held at 1 Biopolis Drive, Amnios, Singapore 138622, Level 2, Auditorium on Friday, 27 December 2024 at 2.30 p.m. to transact the following businesses:

AS ORDINARY BUSINESS

1. To receive and adopt the Directors’ Statement and the Audited Financial Statements of the Company and the Group for the financial year ended 30 June 2024, together with the Independent Auditor’s Report thereon. **(Resolution 1)**
2. To approve the payment of Directors’ fees of S\$88,334 for the financial year ended 30 June 2024. **(Resolution 2)**
(See explanatory note 1)
3. To approve the payment of Directors’ fees of S\$205,348 for the financial year ending 30 June 2025, to be paid half-yearly in arrears. **(Resolution 3)**
4. To re-elect the following Directors, who will be retiring by rotation pursuant to Regulation 119 of the Constitution of the Company and who, being eligible, offer themselves for re-election:
 - (a) Mr Yeo Seng Lye Paul (See explanatory note 2) **(Resolution 4)**
 - (b) Dato’ Lee Kok Chuan (See explanatory note 3) **(Resolution 5)**
 - (c) Mr Gurdip Singh S/O Boor Singh (See explanatory note 4) **(Resolution 6)**
5. To appoint Messrs Foo Kon Tan LLP as Auditors of the Company in place of the retiring Auditors, Messrs PricewaterhouseCoopers LLP, to hold office until the conclusion of the next AGM of the Company, and to authorise the Directors of the Company to fix their remuneration. **(Resolution 7)**
(See explanatory note 5)

AS SPECIAL BUSINESS

To consider and, if thought fit, to pass with or without any modifications, the following resolution as Ordinary Resolution:

6. **Authority to allot and issue Shares and convertible securities** **(Resolution 8)**

That pursuant to Section 161 of the Companies Act 1967 of Singapore (“**Companies Act**”) and Rule 806 of the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) (“**Catalist Rules**”), the Directors be authorised and empowered to:

- (a) (i) allot and issue shares in the capital of the Company (“**Shares**”) whether by way of rights, bonus or otherwise; and/or

- (ii) 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 at their absolute discretion deem fit; and

- (b) (notwithstanding 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:

- (1) the aggregate number of Shares (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) to be issued pursuant to this Resolution does not exceed 100% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of Shares (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) to be issued other than on a *pro rata* basis to shareholders of the Company does not exceed 50% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (2) below);
- (2) (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (1) above, the total number of issued Shares (excluding treasury shares and subsidiary holdings) 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:
 - (a) new Shares arising from the conversion or exercise of convertible securities;
 - (b) new Shares arising from exercising share options or vesting of share awards, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and
 - (c) any subsequent bonus issue, consolidation or subdivision of Shares.

Adjustments in accordance with sub-paragraphs (2)(a) and (2)(b) above 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 this Resolution;

- (3) 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), the Companies Act and the Constitution for the time being of the Company; and

- (4) (unless revoked or varied by the Company at a general meeting) the authority conferred by this Resolution shall continue in force until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law and the Catalist Rules to be held, whichever is earlier; or in the case of shares to be issued in pursuance of the Instruments, made or granted pursuant to this resolution, until the issuance of such shares in accordance with the terms of the Instruments.
(See explanatory note 6)

7. To transact any other business that may be properly transacted at an AGM.

BY ORDER OF THE BOARD

Wee Woon Hong
Lim Si Ning Shanin
Joint Company Secretaries

Singapore,
12 December 2024

Explanatory Notes:

1. **Ordinary Resolution 2** is to approve the payment of Directors' fees of S\$88,334 to Non-Executive Directors of the Company for the financial year ended 30 June 2024. The Directors' fees in respect of the financial year ended 30 June 2024 were pro-rated based on the duration of service of the Non-Executive Directors for the period commencing from the Company's listing on the Catalist Board of the SGX-ST on 16 February 2024 to 30 June 2024.
2. **Ordinary Resolution 4** is to re-elect Mr Yeo Seng Lye Paul, who will be retiring pursuant to Regulation 119 of the Constitution of the Company. Mr Yeo Seng Lye Paul will, upon re-election as a Director, remain as the Executive Director and Chief Operating Officer of the Company. Please refer to the "Information on Directors Seeking Re-election" section of this Annual Report of the Company for the detailed information required pursuant to Rule 720(5) of the Catalist Rules.
3. **Ordinary Resolution 5** is to re-elect Dato' Lee Kok Chuan, who is currently a Non-Independent Non-Executive Director of the Company and will be retiring pursuant to Regulation 119 of the Constitution of the Company. Upon re-election, Dato' Lee Kok Chuan will continue to serve as a Member of the Audit Committee of the Company. Please refer to the "Information on Directors Seeking Re-election" section of this Annual Report of the Company for the detailed information required pursuant to Rule 720(5) of the Catalist Rules.

Dato' Lee Kok Chuan is considered non-independent for the purpose of Rule 704(7) of the Catalist Rules. Please refer to the "Corporate Governance Report" section of this Annual Report of the Company.

4. **Ordinary Resolution 6** is to re-elect Mr Gurdip Singh S/O Boor Singh, who is currently an Independent Director of the Company and will be retiring pursuant to Regulation 119 of the Constitution of the Company. Upon re-election, Mr Gurdip Singh S/O Boor Singh will continue to serve as the Chairman of the Audit Committee and a Member of the Remuneration Committee of the Company. Please refer to the "Information on Directors Seeking Re-election" section of this Annual Report of the Company for the detailed information required pursuant to Rule 720(5) of the Catalist Rules.

Mr Gurdip Singh S/O Boor Singh is considered independent for the purposes of Rule 704(7) of the Catalist Rules.

5. **Ordinary Resolution 7** is to seek shareholders' approval to appoint Messrs Foo Kon Tan LLP, as the Auditors of the Company in place of the retiring Auditors, Messrs PricewaterhouseCoopers LLP (the "**Proposed Appointment of Auditors**"), to hold office until the conclusion of the next AGM and to authorise the Directors of the Company to fix its remuneration. Messrs PricewaterhouseCoopers LLP has elected not to be re-appointed as the Company's Auditors at the forthcoming AGM.

Please refer to the Addendum dated 12 December 2024 accompanying this notice for further information relating to the Proposed Appointment of Auditors (the "**Addendum**").

Shareholders should note that in accordance with the requirements of Rule 712(3) of the Catalist Rules:

- (a) Messrs PricewaterhouseCoopers LLP has confirmed by way of a letter to Messrs Foo Kon Tan LLP dated 9 December 2024 (“**Professional Clearance Letter**”) that it is not aware of any professional reasons why Messrs Foo Kon Tan LLP should not accept appointment as new Auditors of the Company;
 - (b) the Company confirms that there were no disagreements with Messrs PricewaterhouseCoopers LLP on accounting treatments within the last 12 months up to the date of the Addendum;
 - (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 the Shareholders which has not been disclosed in the Addendum;
 - (d) the Company confirms that the specific reasons for the Proposed Appointment of Auditors are disclosed in Section 2.1 of the Addendum. The Proposed Appointment of Auditors is neither due to the dismissal of Messrs PricewaterhouseCoopers LLP nor Messrs PricewaterhouseCoopers LLP declining to continue to serve as Auditors of the Company; and
 - (e) the Company confirms that it is in compliance with Rules 712 and 715 of the Catalist Rules in relation to the appointment of Messrs Foo Kon Tan LLP as its new Auditors.
6. **Ordinary Resolution 8**, if passed, will empower the Directors of the Company, from the date of the AGM until the conclusion of the next AGM of the Company, the date by which the next AGM of the Company is required by law and the Catalist Rules to be held, or the date on which such authority is varied or revoked by the Company in a general meeting, whichever is the earliest, to issue new Shares, make or grant Instruments convertible into new Shares and to issue new Shares pursuant to such Instruments, up to a number not exceeding, in total, 100% of the total number of issued Shares (excluding treasury shares and subsidiary holdings), of which up to 50% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) may be issued other than on a *pro rata* basis to existing shareholders of the Company.

Important Information:

1. All members of the Company are invited to attend the AGM physically. There will be no option for members to participate virtually. Printed copies of the Notice of AGM and Proxy Form have been despatched to members. These documents are available on the Company’s website at <https://www.advancedmedicine.sg> and the SGXNet at <https://www.sgx.com/securities/company-announcements>.
2. Members who wish to submit substantial and relevant questions relating to resolutions as set out in this Notice of AGM in advance of the AGM may do so in the following manner:
 - (a) by post to the registered office of the Company at 1 Biopolis Drive, #02-01 Amnios, Singapore 138622; or
 - (b) by email to investor-relations@advancedmedicine.sg,

in each case, question(s) must be submitted by 2.30 p.m. on Friday, 20 December 2024 (being at least 7 calendar days after the date of the Notice of AGM).

When sending in questions via email or by post, please also provide the following details: (a) full name; (b) address; and (c) the manner in which the Shares are held (e.g. via CDP, SRS and/or scrip).

SRS Investors should approach their SRS Operators to submit their questions based on the abovementioned instructions.

The Company will endeavour to address all substantial and relevant questions received from Member prior to the AGM by publishing the responses to such questions on the Company’s website at <https://www.advancedmedicine.sg> and the SGXNet at <https://www.sgx.com/securities/company-announcements> by 2.30 p.m. on Sunday, 22 December 2024. If substantial and relevant written questions are submitted after the abovementioned cut-off time, they will be addressed during the AGM. Where substantially similar questions are received, the Company will consolidate such questions and consequently not all questions may be individually addressed.

3. Members who wish to exercise their voting rights at the AGM may:
 - (a) (where such members are individuals) attend and vote at the AGM or (where such members are individuals or corporates) appoint proxies (other than the Chairman of the AGM) to attend and vote at the AGM on their behalf; or
 - (b) (where such members are individuals or corporates) appoint the Chairman of the AGM as their proxy to vote on their behalf at the AGM.

4. (a) A member who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote at the AGM. Where such member appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the proxy form.
- (b) A member who is a relevant intermediary is entitled to appoint more than two 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 member appoints more than two proxies, the number of shares in relation to which each proxy has been appointed shall be specified in the proxy form.

“Relevant intermediary” shall have the meaning ascribed to it in Section 181 of the Companies Act 1967 of Singapore.

5. A proxy need not be a member of the Company. A member can appoint the Chairman of the AGM as his proxy, but this is not mandatory.
6. The instrument appointing a proxy(ies) (“**Proxy Form**”), duly executed, must be submitted to the Company in the following manner:
 - (a) by post to the office of the Company’s Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632;
 - (b) by email to the Company’s Share Registrar at srs.proxy@boardroomlimited.com,

in each case, by 2.30 p.m. on Tuesday, 24 December 2024 (being not less than 72 hours before the time appointed for holding the AGM).

7. A member who wishes to submit a Proxy Form can use the printed copy of the Proxy Form which is sent to him by post. Alternatively, he may download a copy of the Proxy Form from the SGXNet or the Company’s website. After completing and signing the Proxy Form, he should submit it to the Company’s Share Registrar, either (i) by post, or (ii) scan and send it electronically via email, to the addresses provided above.
8. SRS Investors who hold the Company’s shares through SRS Operators:
 - (a) may vote at the AGM if they are appointed as proxies by their respective SRS Operators (as the case may be), and should approach their respective SRS Operators (as the case may be) 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 (as the case may be) to submit their votes at least 7 business days before the AGM (i.e. by 2.30 p.m. on Monday, 16 December 2024), in order to allow sufficient time for their respective SRS Operators to in turn submit a Proxy Form to vote on their behalf by 2.30 p.m. on Tuesday, 24 December 2024 (being not less than 72 hours before the time appointed for holding the AGM).

9. 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.
10. The Company shall be entitled to reject a Proxy Form which is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified on the Proxy Form (such as in the case where the appointor submits more than one Proxy Form). In addition, in the case of Shares entered in the Depository Register, the Company may reject a Proxy Form if the Member, being the appointor, is not shown to have Shares entered against his name in the Depository Register as at 72 hours before the time appointed for holding the AGM as certified by CDP to the Company.
11. The Company’s (i) Annual Report 2024 and (ii) Addendum dated 12 December 2024 accompanying this notice in relation to the Proposed Appointment of Auditors (collectively, the “**Documents**”) have been published and can be accessed on the Company’s website at <https://www.advancedmedicine.sg> and the SGXNet at <https://www.sgx.com/securities/company-announcements>.

A member who wishes to request a printed copy of the Documents may do so by completing and returning the Request Form which is sent to him, by Wednesday, 18 December 2024:

- (a) by post to the registered office of the Company at 1 Biopolis Drive, #02-01 Amnios, Singapore 138622; or
- (b) by email to investor-relations@advancedmedicine.sg.

Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM of the Company and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's and its proxy(ies)'s or representative(s)'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 of the Company (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes of meeting and other documents relating to the AGM of the Company (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"); and (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 express 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. Photographic, sound and/or video recordings of the AGM may be made by the Company for record keeping and to ensure the accuracy of the minutes prepared of the AGM. Accordingly, the personal data of a member of the Company (such as his name, his presence at the AGM and any questions he may raise or motions he proposes/seconds) may be recorded by the Company for such purpose.