



MDR Limited

(Company Registration No. 200009059G)

(Incorporated in the Republic of Singapore)

# NOTICE OF EXTRAORDINARY GENERAL MEETING

Unless otherwise defined, all capitalised terms which are not defined herein shall bear the same meanings as used in the circular dated 9 June 2020 issued by mDR Limited (the "Circular").

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting ("EGM") of the Shareholders of mDR Limited (the "Company") will be held by electronic means on 29 June 2020 at 5 p.m. (or as soon as practicable immediately following the conclusion of the annual general meeting of the Company to be held at 4 p.m. on the same date and by electronic means) for the purposes of considering, and if thought fit, passing, with or without modifications, the following resolution:

## ORDINARY RESOLUTION - THE PROPOSED SHARE CONSOLIDATION

### THAT:

Pursuant to the Constitution of the Company, approval be and is hereby given:

- (a) with effect from the Effective Trading Date, for the proposed consolidation of every one hundred (100) Existing Shares (including treasury shares) held by the Shareholders as at the Record Date into one (1) Consolidated Share in the manner set out in the Circular, and the number of Consolidated Shares which each Shareholder is entitled to resulting from the Proposed Share Consolidation, based on their holdings of Existing Shares as at the Record Date, with any fractional entitlements to be rounded up to the nearest whole Consolidated Share;
- (b) for the Company to issue one (1) Consolidated Share for no consideration pursuant to Section 68 of the Companies Act to each Shareholder who would otherwise have received a fraction of a Consolidated Share arising from the Proposed Share Consolidation pursuant to paragraph (a) above;
- (c) the Directors be and are hereby authorised to fix the Record Date and the date on which the Consolidated Shares will trade on the Mainboard of the SGX-ST in board lots of one hundred (100) Consolidated Shares in their absolute discretion as they deem appropriate; and
- (d) the Directors of the Company and each of them be and is hereby authorised to do all such acts and things (including without limitation, to execute all such documents as may be required, issuing new share certificates in respect of the Consolidated Shares, to approve any amendments, alterations or modifications to any documents, and to sign, file and/or submit any notices, forms and documents with or to the relevant authorities) as they and/or he may consider necessary, desirable or expedient to give effect to the Proposed Share Consolidation and/or this ordinary resolution.

## BY ORDER OF THE BOARD

Madan Mohan

Company Secretary

Singapore, 9 June 2020

## 02 NOTICE OF EXTRAORDINARY GENERAL MEETING

### Notes:

- (1) The EGM is being convened, and will be held, by 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 will not be sent to members. Instead, this notice will be sent to members by electronic means via publication on the Company's website at the URL <http://www.m-dr.com/meetings> and will also be made available on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.
- (2) Due to the current COVID-19 restriction orders in Singapore, members will not be able to attend the EGM in person. Members will be able to observe, or listen to the EGM proceedings through a "live" audio-visual webcast via their mobile phones, tablets or computers, or "live" audio-only stream via their mobile phones or telephones. In order to do so, members must pre-register by 4:00 p.m. on 26 June 2020, at the URL <https://www.meetings.vision/mdr>.
- (3) Following verification of their status as members, authenticated members will receive email instructions ("Confirmation Email") by 10:00 a.m. on 28 June 2020 on how to access the "live" audio-visual webcast, or "live" audio-only stream of the EGM proceedings. Members who have successfully registered, but have not received the Confirmation Email by 10:00 a.m. on 28 June 2020 should contact the Company, by phone at +65 6347 8911 / +65 9736 1264, or by email at [corporateaffairs@m-dr.com](mailto:corporateaffairs@m-dr.com).
- (4) Members may also submit questions related to the resolutions to be tabled for approval at the EGM. To do so, all questions must be submitted by 4:00 p.m. on 26 June 2020 in the following manner:
  - (a) via the online submission at the URL <https://www.meetings.vision/mdr>;
  - (b) by post, by depositing at the registered office of the Company at mDR Limited, 53 Ubi Crescent, Singapore 408594, Attn. Company Secretary; or
  - (c) by email to [corporateaffairs@m-dr.com](mailto:corporateaffairs@m-dr.com).

When sending questions, members should also provide their full name as it appears on the CDP/CPF/SRS records, address, contact number, email address, number of shares in the Company and the manner in which the shares are held in the Company (e.g. via CDP, CPF or SRS) for verification.

The Company will address all substantial and relevant questions submitted in advance of the EGM either prior to or during the EGM. Please note that members will not be able to ask questions at the EGM during the "live" webcast and audio-only stream, and therefore it is important for members who wish to ask questions to submit their questions in advance of the EGM.

- (5) Members (whether individuals or corporates) who wish to exercise their voting rights at the EGM must appoint the Chairman of the EGM as their proxy to attend, speak and vote on their behalf at the EGM. In appointing the Chairman of the EGM as proxy, members (whether individuals or corporates) must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the Proxy Form, failing which the appointment will be treated as invalid. The Proxy Form may be accessed at the Company's website at the URL <http://www.m-dr.com/meetings> and has also been made available on SGXNET at the URL <https://www.sgx.com/securities/company-announcements>.
- (6) The Chairman of the EGM, as proxy, need not be a member of the Company.
- (7) The duly completed Proxy Form:
  - (a) if sent by post, must be deposited at the registered office of the Company at mDR Limited, 53 Ubi Crescent, Singapore 408594, Attn. Company Secretary; or
  - (b) if sent electronically, be submitted via email to the Company at [corporateaffairs@m-dr.com](mailto:corporateaffairs@m-dr.com),

in either case, by no later than 5:00 p.m. on 26 June 2020, being 72 hours before the time fixed for the EGM, and in default the Proxy Form shall not be treated as valid.

A member who wishes to submit the 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.

**In view of the current COVID-19 situation and the related safe distancing measures in Singapore which may make it difficult for members to submit completed Proxy Forms by post, members are strongly encouraged to submit completed Proxy Forms electronically via email.**

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- (8) A quorum may be formed by two members of the Company (or one member if permitted by the legal instrument of the Company) personally or electronically present. A member is electronically present at an EGM if the member –
- (a) attends the EGM electronically;
  - (b) is verified by the Company's Share Registrar as attending the EGM electronically; and
  - (c) is acknowledged by electronic means by the Chairman of the EGM as present at the EGM.
- (9) Investors who hold shares through relevant intermediaries (as defined in section 181 of the Companies Act), including CPF and SRS investors, and who wish to participate in the EGM by (a) observing or listening to the EGM proceedings via "live" audio-visual webcast or "live" audio-only stream; (b) submitting questions in advance of the EGM; and/or (c) appointing the Chairman of the EGM as proxy to attend, speak and vote on their behalf at the EGM, should contact the relevant intermediary (which would include, in the case of CPF and SRS investors, their respective CPF Agent Banks and SRS Operators) through which they hold such shares as soon as possible in order to make the necessary arrangements for them to participate in the EGM.
- In addition, CPF/SRS investors who wish to appoint the Chairman of the EGM as proxy should approach their respective CPF Agent Banks/SRS Operators to submit their votes at least seven (7) working days before the date of the EGM.
- (10) Due to the constantly evolving COVID-19 situation in Singapore, members should note that Company may be required to change the arrangements for the EGM at short notice. Any changes to the arrangements for the conduct of the EGM will be announced by the Company on SGXNET. Shareholders are advised to check SGXNET regularly for further updates.
- (11) **Personal Data Privacy:** By (a) submitting the Proxy Form appointing the Chairman of the EGM to attend, speak and vote at the EGM and/or any adjournment thereof, (b) completing the pre-registration in accordance with this notice, or (c) submitting any question prior to the EGM in accordance with this notice, a member of the Company consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the following purposes:
- (i) processing, administration and analysis by the Company (or its agents or service providers) of Proxy Forms appointing the Chairman of the EGM as proxy for the EGM (including any adjournment thereof);
  - (ii) processing of the pre-registration for purposes of granting access to members to the "live" audio-visual webcast or "live" audio-only stream of the EGM proceedings and providing them with any technical assistance where necessary;
  - (iii) addressing substantial and relevant questions from members received before the EGM and if necessary, following up with the relevant members in relation to such questions;
  - (iv) preparation and compilation of the attendance lists, proxy lists, minutes (including questions and answers) and other documents relating to the EGM (including any adjournment thereof); and
  - (v) enabling the Company (or its agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines.