
NOTICE OF EXTRAORDINARY GENERAL MEETING



(Incorporated in the Republic of Singapore)
(Company Registration No. 200009059G)

Unless otherwise defined, all capitalised terms which are not defined herein shall bear the same meanings as used in the circular dated 12 April 2021 issued by the Company (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 30 April 2021 at 3.00 p.m. (or as soon as practicable immediately following the conclusion of the AGM to be held at 2.00 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: PROPOSED CHANGE OF AUDITORS

THAT:

- (a) EY be and are hereby appointed as Auditors in place of Deloitte who retired at the 2021 AGM, to hold office until the conclusion of the next annual general meeting of the Company at a fee and on such terms as may be agreed by the Directors with EY; and
- (b) the Directors and any one of them be and are hereby authorised and empowered to approve and complete and do all such acts and things as may be required (including to approve, modify, ratify, sign, seal, execute and deliver all such 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 expedient, desirable, necessary or in the interests of the Company to give effect to the Proposed Change of Auditors and/or this Ordinary Resolution.

NOTES TO THE ORDINARY RESOLUTION

In accordance with Rule 1203(5) of the Listing Manual of the SGX-ST:

- (1) Deloitte has given its professional clearance to EY and confirmed they are not aware of any professional reasons why EY should not accept appointment as Auditors;
- (2) the Company confirms that there were no disagreements between the Company and Deloitte on accounting treatments within the last 12 months;
- (3) the Company confirms that it is not aware of any circumstances connected with the Proposed Change of Auditors that has not been disclosed in the Circular which should be brought to the attention of Shareholders;
- (4) the specific reasons for the Proposed Change of Auditors are disclosed in paragraph 2.2 of the Circular. Deloitte will not be seeking re-appointment as Auditors upon their retirement at the 2021 AGM; and
- (5) the Company confirms that it complies with Rules 712 and 715 of the Listing Manual in relation to the appointment of EY as the Auditors.

BY ORDER OF THE BOARD

Madan Mohan
Company Secretary

Singapore
12 April 2021

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Notes:

- (1) The EGM is being convened, and will be held, by electronic means pursuant to the COVID-19 Order. **Printed copies of this Notice of EGM and all documents (including the Announcement, the Proxy Form and the Circular) relating to the business of the EGM will not be sent to members.** Instead, this Notice of EGM and all documents (including the Announcement, the Proxy Form and the Circular) or information relating to the business of this EGM have been, or will be sent to members by electronic means via publication on SGXNET and the Company's website at the URL <http://www.m-dr.com/meetings>.
- (2) Due to the current COVID-19 restriction orders in Singapore, **Shareholders will not be able to attend the EGM in person.** Shareholders 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 no later than **3:00 p.m. on 27 April 2021**, at the URL <https://online.meetings.vision/mdr-registration>.
- (3) Following verification of their status as members, authenticated members will receive email instructions ("**Confirmation Email**") by 10:00 a.m. on 29 April 2021 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 29 April 2021 should contact the Company, by phone at [+65 6347 8911](tel:+6563478911) / [+65 9736 1264](tel:+6597361264), or by email at 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 **3:00 p.m. on 27 April 2021** in the following manner:
 - (a) via the online submission at the URL <https://online.meetings.vision/mdr-registration>; or
 - (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.

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

The Company will endeavour to address all substantial and relevant questions relating to the resolutions to be tabled for approval at the EGM received from Shareholders in advance of the EGM either during the EGM or prior to the same by publishing the Company's responses on SGXNET and the Company's website at the URL <http://www.m-dr.com/meetings>. Please note that Shareholders will not be able to ask questions at the EGM during the "live" webcast and audio-only stream, and therefore it is important for Shareholders who wish to ask questions to submit their questions in advance of the EGM.

In view of the current COVID-19 situation and the related safe distancing measures which may make it difficult to submit questions by post, Shareholders are strongly encouraged to submit their questions via the pre-registration website or by email.

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- (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.
- (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,

in either case, by no later than **3:00 p.m.** on **27 April 2021**, 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.

- (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:
- (i) attends the EGM electronically;
 - (ii) is verified by the Company's Share Registrar as attending the EGM electronically; and
 - (iii) 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 their 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 Shares as soon as possible in order to make the necessary arrangements for them to participate in the EGM.

CPF and SRS investors who wish to appoint the Chairman of the EGM as proxy should approach their respective relevant CPF Agent Banks or SRS Operators to submit their votes at least seven (7) working days before the date of the EGM.

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- (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 or service providers) for the following purposes:
- (i) processing, administration and analysis by the Company (or its agents or service providers) of Proxy Form(s) 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.