

# SINGAPORE PAINCARE HOLDINGS LIMITED

(Company Registration No. 201843233N)  
(Incorporated in the Republic of Singapore)

## IMPORTANT:

1. The Annual Report and Notice of AGM dated 7 October 2022 have been made available on SGX website at the URL <https://www.sgx.com/securities/company-announcements> and the Company's website at URL [www.sgpaincareholdings.com/investor-relations](http://www.sgpaincareholdings.com/investor-relations).
2. A relevant intermediary may appoint more than two proxies to attend the Annual General Meeting and vote (please see note 2 for the definition of "relevant intermediary").
3. The Chairman and proxy need not be a member of the Company.
4. By submitting this proxy form, the member accepts and agrees to the personal data privacy terms set out in the Notice of Annual General Meeting dated 7 October 2022.
5. Please read the notes overleaf which contain instructions on, *inter alia*, the appointment of the Chairman of the Meeting as a member's proxy and proxy to attend, speak and vote on his/her/its behalf at the Meeting.

## PROXY FORM ANNUAL GENERAL MEETING

This proxy form has been made available on the SGXNET and the Company's website and may be accessed at the URLs: <https://sgpaincareholdings.com/proxy-form> and <https://www.sgx.com/securities/company-announcements>.

I/We, \_\_\_\_\_ (Name) \_\_\_\_\_ (NRIC/Passport No./Registration No.)

of \_\_\_\_\_ (Address)

being a member/members of Singapore Paincare Holdings Limited (the "Company"), hereby appoint:

Name	NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address			

and/or (delete as appropriate)

Name	NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address			

or failing the person, or either or both persons referred to above, the Chairman of the Meeting as my/our proxy/proxies to vote for me/us on my/our behalf at the Annual General Meeting (the "Meeting") of the Company to be held at Seletar Country Club, 101 Seletar Club Road, Singapore 798273 on Thursday, 27 October 2022 at 4.00 p.m. and at any adjournment thereof. I/We direct my/our proxy/proxies to vote for or against the Resolutions proposed at the Meeting as indicated hereunder. If no specific direction as to voting is given or in the event of any other matter arising at the Meeting and at any adjournment thereof, the proxy/proxies will vote or abstain from voting at his/her discretion.

All resolutions put to the vote at the Meeting shall be conducted by poll.

No.	Resolutions relating to:	For	Against	Abstain
<b>ORDINARY BUSINESS</b>				
1	Adoption of the Directors' Statement and Audited Financial Statements of the Company for the financial year ended 30 June 2022 together with the Independent Auditor's Report			
2	Declaration of final dividend (tax exempt one-tier) of S\$0.012 per ordinary share for the financial year ended 30 June 2022			
3	Directors' Fees of S\$73,750 for the financial year ended 30 June 2022			
4	Re-election of Ms. Lai Chin Yee as Director of the Company			
5	Re-election of Mr. Yap Beng Tat, Richard as Director of the Company			
6	Reappointment of Messrs BDO LLP as the Independent Auditor of the Company and to authorise the Directors to fix their remuneration			
<b>SPECIAL BUSINESS</b>				
7	Authority to allot and issue ordinary shares			
8	Authority to issue shares under SPCH Employee Share Option Scheme			
9	Authority to issue shares under SPCH Performance Share Plan			
10	Adoption of the Share BuyBack Mandate			

\* If you wish the Chairman of the Meeting as your proxy to cast all your votes **For** or **Against** or **Abstain** a resolution, please tick (✓) within the box in respect of that resolution. Alternatively, please indicate the number of votes **For** or **Against** or **Abstain** in the **For** or **Against** or **Abstain** box in respect of that resolution.

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2022

\_\_\_\_\_  
Signature of Shareholder(s)

or, Common Seal of Corporate Shareholder

**IMPORTANT: PLEASE READ NOTES OVERLEAF**

Total number of shares in:	No. of shares
(a) CDP Register	
(b) Register of Members	

**Notes:**

1. Please insert the total number of shares held by you. If you have Shares entered against your name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act 2001 of Singapore), you should insert that number of shares. If you have shares registered in your name in the Register of Members, you should insert that number of shares. If you have shares entered against your name in the Depository Register and shares registered in your name in the Register of Members, you should insert the aggregate number of shares entered against your name in the Depository Register and registered in your name in the Register of Members. If no number is inserted, the instrument ("Proxy Form") appointing the Chairman of the Meeting as proxy shall be deemed to relate to all the shares held by you.
2. A member who is a relevant intermediary, is entitled to appoint more than two proxies to attend and vote at the Meeting, but each proxy must be appointed to exercise the rights attached to a different Share or Shares held by such member.  
  
"Relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act 1967.
3. The instrument appointing a proxy or proxies must be under the hand of the appointor or of his/her attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its common seal or under the hand of an officer or attorney duly authorised.
4. Where a member appoints two proxies, the appointments shall be invalid unless he/she specifies the proportion of his/her shareholding (expressed as a percentage of the whole) to be represented by each proxy. A proxy need not be a member of the Company.
5. A member who is a relevant intermediary entitled to attend the meeting and vote is entitled to appoint more than two proxies to attend and vote instead of the member, 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 appointments shall be invalid unless the member specifies the number of Shares in relation to which each proxy has been appointed.
6. Investors who hold their Shares through relevant intermediaries as defined in Section 181 of the Companies Act 1967 (excluding SRS investors) and who wish to exercise their votes by appointing a proxy or proxies should approach their respective relevant intermediaries to submit their voting instructions as soon as possible. In the case of CPF/SRS investors, they must do so **at least seven (7) working days before the AGM (i.e. by 14 October 2022, 4.00 p.m.)** in order to allow sufficient time for their respective relevant intermediaries to in turn submit a proxy form to appoint a proxy or proxies to vote on their behalf **by 4.00 p.m. on 24 October 2022**.
7. Completion and return of this instrument appointing a proxy or proxies shall not preclude a member from attending and voting at the Meeting. Any appointment of a proxy or proxies shall be deemed to be revoked if a member attends the meeting in person, and in such event, the Company reserves the right to refuse to admit any person or persons appointed under the instrument of proxy to the Meeting.

A member who wishes to submit a Proxy Form must first download, complete and sign the Proxy Form, before submitting it by post to the Company's Share Registrar, Boardroom Corporate and Advisory Services Pte. Ltd. at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower Singapore 098632 or by scanning and sending it by email to [AGM.TeamE@boardroomlimited.com](mailto:AGM.TeamE@boardroomlimited.com) as soon as possible, in either case, **by 4.00 p.m. on 24 October 2022 (being at least seventy-two (72) hours before the time appointed for holding the Meeting)**.

**PERSONAL DATA PRIVACY:**

By submitting a proxy form appointing a proxy or proxies, the member accepts and agrees to the personal data privacy terms set out in the Notice of Annual General Meeting dated 7 October 2022.

**GENERAL:**

The Company shall be entitled to reject the proxy form appointing a proxy or proxies if it is incomplete, improperly completed or illegible, or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the proxy form appointing a proxy or proxies. In addition, in the case of Shares entered in the Depository Register, the Company may reject any proxy form appointing a proxy or proxies lodged 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 Meeting, as certified by The Central Depository (Pte) Limited to the Company.