

ANNUAL GENERAL MEETING::VOLUNTARY

Issuer & Securities

Issuer/ Manager

HYPHENS PHARMA INTERNATIONAL LIMITED

Security

HYPHENS PHARMA INTL LIMITED - SG1EE4000006 - 1J5

Announcement Details

Announcement Title

Annual General Meeting

Date & Time of Broadcast

11-Apr-2022 18:36:38

Status

New

Announcement Reference

SG220411MEETK124

Submitted By (Co./ Ind. Name)

Lim See Wah

Designation

Executive Chairman and Chief Executive Officer

Financial Year End

31/12/2021

Event Narrative

Narrative Type	Narrative Text
Additional Text	Please refer to the attached:- 1) Notice of Annual General Meeting; 2) Proxy form; and 3) Alternative arrangements to participate at Annual General Meeting
Additional Text	This announcement has been reviewed by the Company's Sponsor, SAC Capital Private Limited (the "Sponsor").
Additional Text	It 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 announcement including the correctness of any statements or opinions made or reports contained in this announcement.
Additional Text	The contact person for the Sponsor is Ms Lee Khai Yinn (Tel: +65 6232 3210) at 1 Robinson Road, #21-00 AIA Tower, Singapore 048542.

Event Dates

Meeting Date and Time

27/04/2022 14:00:00

Response Deadline Date

24/04/2022 14:00:00

Event Venue(s)

Place

Venue(s)	Venue details
Meeting Venue	The Annual General Meeting ("AGM") of the Company will be convened and held by way of electronic means. Shareholders will not be able to attend the AGM in person.

Attachments

[Hyphens AGM22 - Newspaper Ad.pdf](#)

[HPIL - Proxy Form AGM2022.pdf](#)

[HPIL - Annt Participation of AGM final.pdf](#)

Total size =921K MB



HYPHENS PHARMA INTERNATIONAL LIMITED

Registration No. 201735688C
(Incorporated in Singapore)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 4th Annual General Meeting (“AGM”) of the Company will be convened and held by way of electronic means on Wednesday, 27 April 2022 at 2.00 p.m. to transact the following business:

ORDINARY BUSINESS

- To receive and adopt the Directors’ Statement and Audited Financial Statements of the Company for the financial year ended 31 December 2021 together with the Auditors’ Report thereon. **Resolution 1**
- To declare a final tax exempt (one-tier) dividend of 0.67 Singapore cents per ordinary share for the financial year ended 31 December 2021. **Resolution 2**
- To re-elect the following Directors who retire by rotation in accordance with the Constitution of the Company and who, being eligible, offer themselves for re-election:
(a) Mr Lim See Wah [Regulation 97] **Resolution 3**
(b) Ms Tan Seok Hoong @ Mrs Audrey Liow [Regulation 97] **Resolution 4**
- To approve the Directors’ fees of SGD 227,000 for the year ended 31 December 2021. **Resolution 5**
- To re-appoint RSM Chio Lim LLP as auditors of the Company and to authorise the Directors to fix their remuneration. **Resolution 6**

SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolutions as Ordinary Resolutions, with or without amendments:

- Authority to allot and issue shares** **Resolution 7**

That pursuant to Section 161 of the Companies Act 1967 of Singapore (“Companies Act”) and Rule 806 of the Singapore Exchange Securities Trading Limited (the “SGX-ST”) Listing Manual Section B: Rules of Catalist (“Catalist Rules”), authority be and is hereby given to the Directors of the Company to allot and issue shares and/or convertible securities in the capital of the Company (whether by way of rights, bonus or otherwise) at any time and upon such terms and conditions and for such purposes and to such persons as the Directors of the Company may in their absolute discretion deem fit provided that:

 - the aggregate number of shares and/or convertible securities to be issued pursuant to this resolution must not be more than one hundred per cent (100%) of the total number of issued shares excluding treasury shares and subsidiary holdings of the Company (as calculated in accordance with sub-paragraph (ii) below), of which the aggregate number of shares and/or convertible securities to be issued other than on a *pro-rata* basis to existing shareholders of the Company must not be more than fifty per cent (50%) of the total number of issued shares excluding treasury shares and subsidiary holdings of the Company (as calculated in accordance with sub-paragraph (ii) below);
 - (subject to such manner of calculations 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 (i) 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 of the Company at the time this resolution is passed after adjusting for:
 - new shares arising from the conversion or exercise of any convertible securities;
 - 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
 - any subsequent bonus issue, consolidation or sub-division of shares.Adjustments in accordance with sub-paragraphs (a) and (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 the resolution approving this resolution;
 - 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 Company’s Constitution; and
 - unless revoked or varied by the Company in 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 to be held, whichever is the earlier.
- Grant awards and to allot and issue shares in accordance with Hyphens Performance Share Plan** **Resolution 8**

That pursuant to Section 161 of the Companies Act and the Catalist Rules, approval be and is hereby given to the Directors to:

 - offer and grant awards in accordance with the provisions of the Hyphens Performance Share Plan (the “Performance Share Plan”); and
 - allot and issue from time to time such number of fully paid-up shares in the capital of the Company as may be required to be allotted and issued pursuant to the vesting of awards under the Performance Share Plan, provided always that the aggregate number of Shares issued and/or issuable pursuant to the Performance Share Plan, the Share Option Scheme (as defined below) and any other share based incentive schemes of the Company shall not exceed 15% of the total number of issued shares in the capital of the Company (excluding treasury shares and subsidiary holdings, if any) from time to time.
- Grant Options and to allot and issue shares in accordance with Hyphens Employee Share Option Scheme** **Resolution 9**

That pursuant to Section 161 of the Companies Act and the Catalist Rules, approval be and is hereby given to the Directors of the Company to:

 - offer and grant Options in accordance with the provisions of the Hyphens Share Option Scheme (the “Share Option Scheme”); and
 - allot and issue from time to time such number of fully paid-up shares as may be required to be allotted and issued pursuant to the exercise of the options under the Share Option Scheme, provided always that the aggregate number of Shares issued and/or issuable pursuant to the Share Option Scheme, the Performance Share Plan and any other share based incentive schemes of the Company shall not exceed 15% of the total number of issued shares (excluding treasury shares and subsidiary holdings, if any) from time to time.
- To transact any other business which may be properly transacted at an AGM of the Company.

BY ORDER OF THE BOARD

Lim Sher Mei (Lin Shimei)
Company Secretary
Date: 12 April 2022

EXPLANATORY NOTES

- Resolution 3**
Mr Lim See Wah will, upon re-election as a Director, remain as the Executive Chairman and Chief Executive Officer of the Company.
- Resolution 4**
Ms Tan Seok Hoong @ Mrs Audrey Liow shall, upon re-election as Director of the Company, remain as an Independent Director, Chairman of the Nominating Committee and a member of the Audit Committee and shall be considered independent for the purpose of Rule 704(7) of the Catalist Rules.
- Resolution 7**
Resolution 7 is to empower the Directors of the Company from the date of this AGM until the date of the next AGM, to allot and issue shares and convertible securities in the Company. The number of shares and convertible securities, which the Directors may allot and issue under this Resolution shall not exceed hundred per cent (100%) of the total number of issued shares (excluding treasury shares and subsidiary holdings, if any) at the time of passing this Resolution. For allotment and issue of shares and convertible securities other than on a *pro-rata* basis to all shareholders of the Company, the aggregate number of shares and convertible securities to be allotted and issued shall not exceed fifty per cent (50%) of the total number of issued shares (excluding treasury shares and subsidiary holdings, if any). This authority will, unless revoked or varied at a general meeting, expire at the next AGM, or by the date by which the next AGM is required by law to be held, whichever is earlier.
- Resolution 8**
Resolution 8 is to empower the Directors to grant awards and to allot and issue shares pursuant to the Performance Share Plan. The grant of awards under the Performance Share Plan will be made in accordance with the provisions of the Performance Share Plan. The aggregate number of shares which may be issued pursuant to the Performance Share Plan and the Share Option Scheme shall not exceed fifteen per cent (15%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) from time to time.
- Resolution 9**
Resolution 9 is to empower the Directors to offer and grant options, and to allot and issue shares pursuant to the Share Option Scheme. The grant of options under the Scheme will be made in accordance with the provisions of the Share Option Scheme. The aggregate number of shares which may be issued pursuant to the Performance Share Plan and Share Option Scheme shall not exceed fifteen per cent (15%) of the total number of issued shares (excluding treasury shares and subsidiary holdings, if any) from time to time.

NOTES

- The AGM 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. This Notice will be published on the Company’s website at the URL <https://www.hyphensgroup.com/investor-relations/sgx-announcements/>. This Notice will also be made available on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.
- The AGM will be held by way of electronic means and a member will be able to watch the proceedings of the AGM through a “live” webcast via your mobile phone, tablet or computer or listen to these proceedings through a “live” audio feed. In order to do so, a member who wishes to watch the “live” webcast or listen to the “live” audio feed must pre-register by 2.00 p.m. on Sunday, 24 April 2022, at the URL <http://bit.ly/HyphensAGM2022>. Following authentication of your status as members, authenticated members will receive email instructions on how to access the webcast and audio feed of the proceedings of the AGM by 12.00 p.m. on Tuesday, 26 April 2022.
Members may also submit questions related to the resolutions to be tabled for approval at the AGM, in advance of the AGM, in the following manner by 2.00 p.m. on Tuesday, 19 April 2022:
 - via the pre-registration website at the URL <http://bit.ly/HyphensAGM2022>;
 - in hard copy by sending personally or by post and lodging the same at the office of the Company’s Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 1 Harbourfront Avenue, Keppel Bay Tower, #14-07, Singapore 098632; or
 - by email to Boardroom Corporate & Advisory Services Pte. Ltd. at AGM.TeamE@boardroomlimited.com.The Company will address substantial questions relevant to the resolutions to be tabled for approval at the AGM as received from Shareholders by way of an announcement to be released on SGXNet and on the Company’s website by Thursday, 21 April 2022.
- Due to the current COVID-19 restriction orders in Singapore, a member will not be able to attend the AGM in person. A member (whether individual or corporate) **must appoint the Chairman of the Meeting as his/her/its proxy** to attend, speak and vote on his/her/its behalf at the AGM if such member wishes to exercise his/her/its voting rights at the AGM. The accompanying proxy form for the AGM may be accessed at the Company’s website at the URL <https://www.hyphensgroup.com/investor-relations/sgx-announcements/> and will also be made available on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.
Where a member (whether individual or corporate) appoints the Chairman of the Meeting as his/her/its proxy, he/she/it must give specific instructions as to voting or abstentions from voting, in respect of a resolution in the form of proxy, failing which the appointment of the Chairman of the Meeting as proxy for that resolution will be treated as invalid.
Supplementary Retirement Scheme (“SRS”) investors who wish to appoint the Chairman of the Meeting as proxy should approach their respective SRS Operators to submit their votes by 2.00 p.m. on Monday, 18 April 2022.
- The Chairman of the Meeting, as proxy, need not be a member of the Company.
- The instrument appointing the Chairman of the Meeting as proxy must be submitted to the Company in the following manner:
 - if submitted by hand or by post, be lodged with the Company’s Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 1 Harbourfront Avenue, Keppel Bay Tower, #14-07, Singapore 098632; or
 - if submitted electronically, be submitted via email to the Company’s Share Registrar at AGM.TeamE@boardroomlimited.com,in either case, not less than **72 hours** before the time for holding the AGM.
A member who wishes to submit an instrument of proxy must complete and sign the proxy form, before submitting it by hand or 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, members are strongly encouraged to submit completed proxy forms electronically via email.

- The Company shall be entitled to, and will, treat any valid instrument appointing the Chairman of the Meeting as proxy which was delivered by a member to the Company by 2.00 p.m. on Sunday, 24 April 2022 as a valid instrument appointing the Chairman of the Meeting as the member’s proxy to attend, speak and vote at the AGM if:
 - the member had indicated how he/she/it wished to vote for or vote against or abstain from voting on each resolution; and
 - the member has not withdrawn the appointment.
- A member may withdraw an instrument appointing the Chairman of the Meeting or other person(s) as proxy(ies) by sending an email to the Company’s Share Registrar at AGM.TeamE@boardroomlimited.com to notify the Company of the withdrawal, at least **72 hours** before the time for holding the AGM.
- The instrument appointing the Chairman of the Meeting as proxy must be signed by the appointor or his attorney duly authorised in writing. Where the instrument appointing the Chairman of the Meeting as proxy is executed by a corporation, it must be either under its common seal or signed on its behalf by a duly authorised officer or attorney.
- The Annual Report for the financial year ended 31 December 2021 (“2021 Annual Report”) may be accessed at the Company’s website at the URL <https://www.hyphensgroup.com/investor-relations/annual-report-other-reports/> or on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.

PERSONAL DATA PRIVACY

By submitting an instrument appointing the Chairman of the Meeting as the proxy(ies) to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member’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 proxies and representatives appointed for the AGM (including any adjournment thereof) and 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, take-over rules, regulations and/or guidelines (collectively, “Purposes”), (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 or service providers), the member 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 member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member’s breach of warranty.

NOTICE OF RECORD AND PAYMENT DATE

NOTICE IS HEREBY GIVEN that the Register of Members and Share Transfer Books of the Company will be closed on 17 May 2022 for the purpose of determining members’ entitlements to a final tax exempt (one-tier) dividend of 0.67 Singapore cents per ordinary share for the financial year ended 31 December 2021 (“Proposed Final Dividend”). The Proposed Final Dividend, if approved by shareholders at the AGM, will be paid on 25 May 2022.

Duly completed transfers received by the Company’s Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at 1 Harbourfront Avenue, Keppel Bay Tower, #14-07, Singapore 098632 up to the close of business at **5.00 p.m. on 16 May 2022** will be registered to determine members’ entitlements to the Proposed Final Dividend.

Members whose Securities Accounts with The Central Depository (Pte) Limited (“CDP”) are credited with ordinary shares in the capital of the Company as at 5.00 p.m. on 16 May 2022 will be entitled to the Proposed Final Dividend.

In respect of shares in Securities Accounts with CDP, the Proposed Final Dividend will be paid by the Company to CDP which will in turn distribute the dividend entitlements to such holders of shares in accordance with its practice.

This Notice has been prepared by the Company and its contents have been reviewed by the Company’s sponsor, SAC Capital Private Limited. It has not been examined or approved by the Singapore Exchange Securities Trading Limited (“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. Lee Khai Yinn (Telephone: (65) 6232 3210) at 1 Robinson Road, #21-00 AIA Tower, Singapore 048542.

HYPHENS PHARMA INTERNATIONAL LIMITED

Registration No. 201735688C
(Incorporated in Singapore)

ANNUAL GENERAL MEETING PROXY FORM

IMPORTANT

1. Alternative arrangements relating to, among others, attendance, submission of questions in advance and/or voting by proxy at the Annual General Meeting are set out in the Notice of Annual General Meeting dated 12 April 2022. This announcement may also be accessed at the URL: <https://www.hyphensgroup.com/investor-relations/sqx-announcements/>
2. A member will not be able to attend the Annual General Meeting in person. If a member (whether individual or corporate) wishes to exercise his/her/its voting rights at the Annual General Meeting, he/she/it must appoint the Chairman of the Meeting as his/her/its proxy to attend, speak and vote on his/her/its behalf at the Annual General Meeting. In appointing the Chairman of the Meeting as proxy, a member (whether individual or corporate) must give specific instructions as to voting, or abstentions from voting, in the form of proxy, failing which the appointment will be treated as invalid.
3. A relevant intermediary may appoint the Chairman of the meeting to attend the Annual General Meeting and vote (please see Note 7 for the definition of "relevant intermediary").
4. An investor who holds shares under the Supplementary Retirement Scheme ("SRS Investor") (as may be applicable) may inform their SRS Approved Nominees to appoint the Chairman of the Meeting to act as their proxy.
5. This Proxy Form is not valid for use by SRS Investors and shall be ineffective for all intents and purposes if used or purported to be used by them.

I/We _____ NRIC/Passport number/Co. Reg. No. _____
of _____

being a member/members of Hyphens Pharma International Limited (the "**Company**") hereby appoint the **Chairman** of the 4th Annual General Meeting of the Company (the "**Annual General Meeting**"), as my/our proxy to attend, speak and to vote for me/us on my/our behalf, at the Annual General Meeting to be held by way of electronic means on Wednesday, 27 April 2022 at 2.00 p.m. and at any adjournment thereof.

(Voting will be conducted by poll. If you wish the Chairman of the Meeting as your proxy to cast all your votes for or against a resolution to be proposed at the AGM please indicate with a "√" in the space provided under "For" or "Against". If you wish the Chairman of the Meeting as your proxy to abstain from voting on a resolution to be proposed at the AGM, please indicate with a "√" in the space provided under "Abstain". Alternatively, please indicate the number of shares that the Chairman of the Meeting as your proxy is directed to vote "For" or "Against" or to abstain from voting. In the absence of specific directions, the appointment of the Chairman of the Meeting as your proxy will be treated as invalid.)

No.	Resolutions	For	Against	Abstain
ORDINARY BUSINESS				
1.	To receive and adopt the Directors' Statement, Audited Financial Statements and Auditor's Report			
2.	To declare a final tax exempt (one-tier) dividend of 0.67 Singapore cents per ordinary share			
3.	To re-elect Mr Lim See Wah as Director			
4.	To re-elect Ms Tan Seok Hoong @ Mrs Audrey Liow as Director			
5.	To approve the Directors' fees payable by the Company			
6.	To re-appoint RSM Chio Lim LLP as Auditors			
SPECIAL BUSINESS				
7.	To authorise the Directors to allot and issue new shares			
8.	To authorise the Directors to grant awards and issue shares in accordance with the Hyphens Performance Share Plan			
9.	To authorise the Directors to grant options and issue shares in accordance with the Hyphens Share Option Scheme			

Dated this _____ day of _____ 2022

Total number of Shares held

Signature(s) of member(s) or common seal

IMPORTANT: PLEASE READ NOTES

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 130A of the Companies Act 1967 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 appointing a proxy or proxies shall be deemed to relate to all the shares held by you.
2. Due to the current COVID-19 restriction orders in Singapore, a member will not be able to attend the Annual General Meeting in person. A member (whether individual or corporate) **must appoint the Chairman of the Meeting as his/her/its proxy** to attend, speak and vote on his/her/its behalf at the Annual General Meeting if such member wishes to exercise his/her/its voting rights at the Annual General Meeting. The accompanying proxy form for the Annual General Meeting may be accessed at the Company's website and will also be made available on the SGX website.

Where a member (whether individual or corporate) appoints the Chairman of the Meeting as his/her/its proxy, he/she/it must give specific instructions as to voting or abstentions from voting, in respect of a resolution in the form of proxy, failing which the appointment of the Chairman of the Meeting as proxy for that resolution will be treated as invalid.

SRS investors who wish to appoint the Chairman of the Meeting as proxy should approach their respective SRS Operators to submit their votes by 2.00 p.m. on Monday, 18 April 2022.

3. The Chairman of the Meeting, as proxy, need not be a member of the Company.
4. The instrument appointing the Chairman of the Meeting as proxy must be submitted to the Company in the following manner:
 - (a) if submitted by hand or by post, be lodged with the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte Ltd, at 1 Harbourfront Avenue, Keppel Bay Tower, #14-07, Singapore 098632; or
 - (b) if submitted electronically, be submitted via email to the Company's Share Registrar at AGM.TeamE@boardroomlimited.com,

in either case, not less than **72 hours** before the time for holding the Annual General Meeting.

A member who wishes to submit an instrument of proxy must complete and sign the proxy form, before submitting it by hand or 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, members are strongly encouraged to submit completed proxy forms electronically via email.

5. Where an instrument appointing the Chairman of the Meeting as proxy is sent by hand or by post, it must be under the hand of the appointor or of his attorney duly authorised in writing and where such instrument is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorised.

Where an instrument appointing the Chairman of the Meeting as proxy is submitted by email, it must be authorised in the following manner:

- (a) by way of the affixation of an electronic signature by the appointor or his duly authorised attorney or, as the case may be, an officer or duly authorised attorney of a corporation; or
- (b) by way of the appointor or his duly authorised attorney or, as the case may be, an officer or duly authorised attorney of a corporation signing the instrument under hand and submitting a scanned copy of the signed instrument by email.

6. A member may withdraw an instrument appointing the Chairman of the Meeting by sending an email to the Company's Share Registrar at AGM.TeamE@boardroomlimited.com to notify the Company of the withdrawal, at least **72 hours** before the time for holding the Annual General Meeting.
7. A member who is a relevant intermediary entitled to attend the meeting and vote is entitled to appoint the Chairman of the Meeting 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 each member.

"relevant intermediary" means:

- (a) a banking corporation licensed under the Banking Act 1970 or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity;
 - (b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act 2001 and who holds shares in that capacity; or
 - (c) the Central Provident Fund Board established by the Central Provident Fund Act 1953 in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.
8. The Company shall be entitled to reject the instrument 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 instrument appointing the Chairman of the Meeting as the proxy. In addition, in the case of members of the Company whose shares are entered against their names in the Depository Register, the Company may reject any instrument appointing the Chairman of the Meeting as the proxy lodged if such members are not shown to have shares entered against their names in the Depository Register at least **72 hours** before the time appointed for holding the Annual General Meeting as certified by The Central Depository (Pte) Limited to the Company.

Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s), the member accepts and agrees to the personal data privacy terms set out in the Notice of Annual General Meeting dated 12 April 2022.

HYPHENS PHARMA INTERNATIONAL LIMITED

(Company Registration No. 201735688C)
(Incorporated in the Republic of Singapore)

ALTERNATIVE ARRANGEMENTS TO PARTICIPATE AT ANNUAL GENERAL MEETING

1. INTRODUCTION

The Board of Directors of Hyphens Pharma International Limited (the “**Company**”, and together with its subsidiaries, the “**Group**”) refers to:

- (a) the COVID-19 (Temporary Measures) Act 2020 which enables the Minister for Law by order to prescribe alternative arrangements for listed companies in Singapore to, *inter alia*, conduct general meetings, either wholly or partly, by electronic communication, video conferencing, teleconferencing or other electronic means;
- (b) the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 (the “**Order**”) which sets out the alternative arrangements in respect of, *inter alia*, general meetings of companies; and
- (c) the latest joint statement by the Accounting and Corporate Regulatory Authority, the Monetary Authority of Singapore and Singapore Exchange Regulation (“**SGX RegCo**”) on 1 October 2020 as well as the latest news release issued by the SGX RegCo on 4 February 2022 which provide additional guidance on the conduct of general meetings amid the evolving COVID-19 situation.

2. DATE OF ANNUAL GENERAL MEETING

The Company is pleased to announce that pursuant to the Order, the 4th Annual General Meeting will be convened and held by way of electronic means on **Wednesday, 27 April 2022 at 2.00 p.m.** (the “**AGM**”) to transact the business set out in the Notice of the AGM made available on the Company’s website and SGXNet on 12 April 2022.

Our Board Executive Chairman and Chief Executive Officer, Mr Lim See Wah, will conduct the proceedings of the AGM.

3. NOTICE OF AGM AND PROXY FORM

The Notice of the AGM and proxy form will be sent to shareholders via post and by electronic means via publication on our corporate website and will also be made available on the SGX website.

4. NO ATTENDANCE AT AGM

Due to the current COVID-19 restriction orders in Singapore, Shareholders will not be allowed to attend the AGM in person. Instead, alternative arrangements have been put in place to allow Shareholders to participate at the AGM by (a) watching the AGM proceedings via “live” webcast or listening to the AGM proceedings via “live” audio feed, (b) submitting questions in advance of the AGM, and/or (c) voting by proxy at the AGM. Please see paragraph 5 below for these alternative arrangements.

5. ALTERNATIVE ARRANGEMENTS

The following are the alternative arrangements which have been put in place for the AGM:

(a) “Live” webcast and “live” audio feed

The Company’s Executive Chairman and Chief Executive Officer, Mr Lim See Wah, will conduct the proceedings of the AGM by way of electronic means. Shareholders will be able to watch these proceedings through a “live” webcast via their mobile phones, tablets or computers or listen to these proceedings through a “live” audio feed. In order to do so, Shareholders must follow these steps:

- (i) Shareholders who wish to watch the “live” webcast or listen to the “live” audio feed must pre-register by 2.00 p.m. on Sunday, 24 April 2022, at the URL <http://bit.ly/HyphensAGM2022>.

Following authentication of shareholders status as members, authenticated members will receive email instructions on how to access the webcast and audio feed of the proceedings of the AGM by 12.00 p.m. on Tuesday, 26 April 2022.

- (ii) Shareholders who do not receive an email by 12.00 p.m. on Tuesday, 26 April 2022, but who have registered by the deadline, should contact the Company’s Share Registrar, Boardroom Corporate & Advisory Services Pte Ltd, by telephone at 6536 5355 during Monday to Friday, from 9.00 a.m. to 5.00 p.m. (excluding Public Holiday) or by email to AGM.TeamE@boardroomlimited.com.

(b) Submission of questions in advance

Shareholders who pre-register to watch the “live” webcast or listen to the “live” audio feed may also submit questions related to the resolutions to be tabled for approval at the AGM:

- (i) All questions must be submitted by 2.00 p.m. on Tuesday, 19 April 2022:
 - via the pre-registration website at the URL <http://bit.ly/HyphensAGM2022>;
 - in hard copy by sending personally or by post and lodging the same at the office of the Company’s Share Registrar, Boardroom Corporate & Advisory Services Pte Ltd, at 1 Harbourfront Avenue, Keppel Bay Tower, #14-07, Singapore 098632; or
 - by email to Boardroom Corporate & Advisory Services Pte Ltd at AGM.TeamE@boardroomlimited.com.

The Company will address substantial questions relevant to the resolutions to be tabled for approval at the AGM as received from Shareholders by way of an announcement released on SGXNet and on the Company’s website by Thursday, 21 April 2022.

- (ii) The Company will, within one month after the date of the AGM, publish the minutes of the AGM on SGXNet and the Company’s website.
- (iii) Please note that Shareholders will not be able to ask questions at the AGM “live” during the webcast and the audio feed, and therefore it is important for Shareholders to pre-register their participation in order to be able to submit their questions in advance of the AGM.

(c) Proxy voting

Shareholders will not be able to vote online on the resolutions to be tabled for approval at the AGM. Instead, if Shareholders (whether individual or corporate) wish to exercise their votes, they must submit a proxy form to appoint the Chairman of the Meeting to vote on their behalf:

- (i) Shareholders (whether individual or corporate) appointing the Chairman of the Meeting as proxy must give specific instructions as to his manner of voting, or abstentions from voting, in the proxy form, failing which the appointment will be treated as invalid.
- (ii) The proxy form can be submitted to the Company in hard copy form or by email:
 - if in hard copy by hand or by post, the proxy form must be lodged at the office of the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte Ltd, at 1 Harbourfront Avenue, Keppel Bay Tower, #14-07, Singapore 098632; or
 - if submitted via email, the proxy form must be received by the Company's Share Registrar at AGM.TeamE@boardroomlimited.com,in either case, by 2.00 p.m. on Sunday, 24 April 2022.
- (iii) investors who hold their Shares through relevant intermediaries as defined in Section 181 of the Companies Act 1967 of Singapore (including SRS investors) and who wish to exercise their votes by appointing the Chairman of the Meeting as proxy should approach their respective relevant intermediaries (including their respective SRS Approved Banks) to submit their voting instructions by 2.00 p.m. on Monday, 18 April 2022 in order to allow sufficient time for their respective relevant intermediaries to in turn submit a proxy form to appoint the Chairman of the Meeting to vote on their behalf by 2.00 p.m. on Sunday, 24 April 2022.
- (iv) A member may withdraw an instrument appointing the Chairman of the Meeting by sending an email to the Company's Share Registrar at AGM.TeamE@boardroomlimited.com to notify the Company of the withdrawal, by 2.00 p.m. on Sunday, 24 April 2022.

6. FURTHER INFORMATION

For further information on the conduct of the AGM and the alternative arrangements, shareholders can refer to the Company's website at the following URLs:

- <http://bit.ly/HyphensAGM2022>
- <https://www.hyphensgroup.com/investor-relations/sgx-announcements/>

7. IMPORTANT REMINDER:

Due to the constantly evolving COVID-19 situation in Singapore, we may be required to change our arrangements for the AGM at short notice. Shareholders should check the above URLs and SGXNet for updates on the AGM.

The Company would like to thank all shareholders for their patience and co-operation in enabling the Company to hold the AGM with the optimum safe distancing measures amidst the COVID-19 pandemic.

BY ORDER OF THE BOARD

Lim See Wah

Executive Chairman and Chief Executive Officer

12 April 2022

This announcement has been reviewed by the Company's Sponsor, SAC Capital Private Limited (the "Sponsor"). It 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 announcement, including the correctness of any of the statements or opinions made or reports contained in this announcement.

The contact person for the Sponsor is Ms Lee Khai Yinn (Tel: (65) 6232 3210) at 1 Robinson Road, #21-00 AIA Tower, Singapore 048542.