

APPENDIX A

This Appendix (as defined herein) is circulated to the Shareholders (as defined herein) of AsiaMedic Limited (the “**Company**”) together with the Company’s annual report for the financial year ended 31 December 2019. Its purpose is to explain to Shareholders the rationale and provide information relating to the Proposed Renewal of the Share Purchase Mandate (as defined herein) to be tabled at the Annual General Meeting (“**AGM**”) to be held on 19 June 2020 at 9.30 a.m. at 350 Orchard Road #10-01, Shaw House, Singapore 238868.

The Notice of AGM and Proxy Form are enclosed with the Annual Report 2019 (as defined herein).

If you are in any doubt about the contents of this Appendix or the action you should take, you should consult your legal, financial, tax or other professional advisers immediately.

If you have sold or transferred all your shares in the capital of the Company held through The Central Depository (Pte) Limited (“**CDP**”), you need not forward the Annual Report 2019 (and the accompanying appendices (including this Appendix), the Notice of AGM and the Proxy Form) to the purchaser or transferee as arrangements will be made by CDP for the Annual Report 2019 (and the accompanying appendices (including this Appendix), the Notice of AGM and the Proxy Form) to be sent to the purchaser or transferee. If you have sold or transferred all your ordinary shares in the Company represented by physical share certificate(s), you should forward the Annual Report 2019 (and the accompanying appendices (including this Appendix), the Notice of AGM and the Proxy Form) immediately to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee.

This Appendix has been prepared by the Company and its contents have been reviewed by the Company’s sponsor, Xandar Capital Pte Ltd (the “**Sponsor**”), for compliance with the Listing Manual (Section B: Rules of Catalist) of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”).

This Appendix has not been examined or approved by the SGX-ST. The SGX-ST assumes no responsibility for the contents of this Appendix including the correctness of any of the statements made, opinions expressed or reports contained in this Appendix.

The contact person for the Sponsor is Ms Pauline Sim (Registered Professional, Xandar Capital Pte Ltd) Address: 3 Shenton Way, #24-02 Shenton House, Singapore 068805, Telephone number: (65) 6319 4954.



ASIAMEDIC LIMITED

(Incorporated in the Republic of Singapore on 29 August 1974)
(Company Registration Number 197401556E)

APPENDIX IN RELATION TO THE PROPOSED RENEWAL OF THE SHARE PURCHASE MANDATE

IMPORTANT DATES AND TIMES:

Last date and time for lodgement of Proxy Form	:	16 June 2020 at 9.30 a.m.
Date and time of Annual General Meeting	:	19 June 2020 at 9.30 a.m.
Place of Annual General Meeting	:	350 Orchard Road #10-01, Shaw House, Singapore 238868

This page has been intentionally left blank.

CONTENTS PAGE

	PAGE
DEFINITIONS	2
1. INTRODUCTION	6
2. THE PROPOSED RENEWAL OF THE SHARE PURCHASE MANDATE	6
3. DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' INTERESTS	23
4. ABSTENTION FROM VOTING	24
5. DIRECTORS' RECOMMENDATION	24
6. DIRECTORS' RESPONSIBILITY STATEMENTS	24
7. AGM	25
8. ACTION TO BE TAKEN BY SHAREHOLDERS	25
9. DOCUMENTS AVAILABLE FOR INSPECTION	25

DEFINITIONS

In this Appendix, unless otherwise stated or the context otherwise requires, the following words and expressions shall have the following meanings:

“ACRA”	:	The Accounting and Corporate Regulatory Authority of Singapore
“AGM”	:	The annual general meeting of the Company to be held on 19 June 2020 at 9.30 a.m., notice of which is enclosed with the Annual Report 2019
“Annual Report 2019”	:	The annual report of the Company for FY2019
“Appendix”	:	This Appendix to Shareholders dated 15 April 2020 in respect of the Proposed Renewal of the Share Purchase Mandate
“Associate”	:	(a) in relation to any Director, chief executive officer, Substantial Shareholder or Controlling Shareholder (being an individual) means: (i) his immediate family; (ii) the trustees of any trust of which he or his immediate family is a beneficiary or, in the case of a discretionary trust, is a discretionary object; and (iii) any company in which he and his immediate family together (directly or indirectly) have an interest of 30% or more; or (b) in relation to a Substantial Shareholder or a Controlling Shareholder (being a company) means any other company which is its subsidiary or holding company or is a subsidiary of such holding company or one in the equity of which it and/or such other company or companies taken together (directly or indirectly) have an interest of 30% or more
“Average Closing Price”	:	Has the meaning ascribed to it in Section 2.3(d) of this Appendix
“Board” or “Board of Directors”	:	The board of directors of the Company as at the date of this Appendix or from time to time, as the case may be
“Catalist Rules”	:	The SGX-ST Listing Manual Section B: Rules of Catalist, as amended or modified from time to time
“CDP”	:	The Central Depository (Pte) Limited

DEFINITIONS

<i>“Company”</i>	:	AsiaMedic Limited
<i>“Companies Act”</i>	:	The Companies Act, Chapter 50 of Singapore, as may be amended, modified or supplemented from time to time
<i>“Constitution”</i>	:	The constitution of the Company, as amended or modified from time to time
<i>“control”</i>	:	The capacity to dominate decision-making, directly or indirectly, in relation to the financial and operating policies of a company
<i>“Controlling Shareholder”</i>	:	A person who: (a) holds directly or indirectly 15% or more of the total voting rights in the Company. The SGX-ST may determine that a person who satisfies this paragraph is not a Controlling Shareholder; or (b) in fact exercises control over the Company
<i>“Director”</i>	:	A director of the Company as at the date of this Appendix or from time to time, as the case may be
<i>“Financial Year”</i>	:	Financial year ended or ending 31 December, as the case may be
<i>“FY2019”</i>	:	The financial year ended 31 December 2019
<i>“Group”</i>	:	The Company and its subsidiaries collectively
<i>“Latest Practicable Date”</i>	:	2 April 2020, being the latest practicable date prior to the printing of this Appendix
<i>“LPS”</i>	:	Loss per Share
<i>“Market Day”</i>	:	A day on which the SGX-ST is open for trading of securities
<i>“Notice of AGM”</i>	:	The notice of the annual general meeting as set out in the Annual Report 2019
<i>“NTA”</i>	:	Net tangible assets
<i>“Off-Market Purchase”</i>	:	Has the meaning ascribed to it in Section 2.3(c)(ii) of this Appendix
<i>“On-Market Purchase”</i>	:	Has the meaning ascribed to it in Section 2.3(c)(i) of this Appendix

DEFINITIONS

“ <i>Ordinary Resolution</i> ”	:	The ordinary resolution as set out in the Notice of AGM
“ <i>Other Exchange</i> ”	:	Has the meaning ascribed to it in Section 2.3(c)(i) of this Appendix
“ <i>Proposed Renewal of the Share Purchase Mandate</i> ”	:	Has the meaning ascribed to it in Section 2.1 of this Appendix
“ <i>Proxy Form</i> ”	:	The proxy form in respect of the AGM as set out in the Annual Report 2019
“ <i>Relevant Period</i> ”	:	Has the meaning ascribed to it in Section 2.3 of this Appendix
“ <i>Securities Accounts</i> ”	:	The securities accounts maintained by Depositors with CDP, but not including the securities accounts maintained with a Depository Agent
“ <i>SFA</i> ”	:	The Securities and Futures Act, Chapter 289, of Singapore, as may be amended or modified from time to time
“ <i>SGX-ST</i> ”	:	Singapore Exchange Securities Trading Limited
“ <i>Shareholders</i> ”	:	The registered holders of Shares, except that where the registered holder is CDP, the term “ <i>Shareholders</i> ” in relation to Shares held by CDP shall mean the persons named as Depositors in the Depository Register maintained by CDP and to whose Securities Accounts such Shares are credited
“ <i>Share Buy-Back Guidance Note</i> ”	:	The share buy-back guidance note as set out in Appendix 2 to the Take-over Code
“ <i>Share Purchase Mandate</i> ”	:	The share purchase mandate to enable the Company to purchase or otherwise acquire issued Shares
“ <i>Shares</i> ”	:	Ordinary shares in the capital of the Company
“ <i>SIC</i> ”	:	The Securities Industry Council of Singapore
“ <i>subsidiary holdings</i> ”	:	Shares referred to in Sections 21(4), 21(4B), 21(6A) and 21(6C) of the Companies Act
“ <i>Substantial Shareholder</i> ”	:	A person who has an interest or interests in voting Shares in the Company representing not less than 5% of all the voting Shares
“ <i>Take-over Code</i> ”	:	The Singapore Code on Take-overs and Mergers, as may be amended or modified from time to time

DEFINITIONS

“ <i>treasury shares</i> ”	:	Has the meaning ascribed to it in Section 4 of the Companies Act
“%”	:	Per centum or percentage
“S\$” and “cents”	:	Singapore dollars and cents respectively, the lawful currency of Singapore

The terms “*Depositor*”, “*Depository Agent*” and “*Depository Register*” shall have the same meanings ascribed to them respectively in Section 81SF of the SFA.

The terms “*subsidiary*” and “*treasury shares*” shall have the same meanings ascribed to them respectively in the Companies Act.

Any reference in this Appendix to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any word or term defined under the Companies Act, the SFA, the Catalist Rules or any statutory modification thereof and used in this Appendix shall, where applicable, have the same meaning ascribed to it under the Companies Act, the SFA, the Catalist Rules or any statutory modification thereof, as the case may be, unless the context requires otherwise.

Words importing the singular shall, where applicable, include the plural and *vice versa*, and words importing the masculine gender shall, where applicable, include the feminine and neuter genders and *vice versa*. References to “*persons*” shall, where applicable, include corporations.

Any reference to a time of day or date in this Appendix shall be a reference to Singapore time and dates, unless otherwise stated.

Any discrepancies in tables included herein between the amounts and the totals thereof are due to rounding. Accordingly, figures shown as totals in certain tables may not be an arithmetic aggregation of the figures that precede them.

The headings in this Appendix are inserted for convenience only and shall be ignored in construing this Appendix.

APPENDIX A

ASIAMEDIC LIMITED

(Incorporated in the Republic of Singapore on 29 August 1974)

(Company Registration Number 197401556E)

Board of Directors:

Charles Wang Chong Guang	(Non-Executive Chairman)
Tan Soo Kiat	(Non-Executive Director)
Goh Kian Chee	(Independent Director)
Chua Keng Woon	(Independent Director)
Lawrence Peter Lim Hong Haw	(Independent Director)

Registered Office:

350 Orchard Road
#08-00
Shaw House
Singapore 238868

15 April 2020

To: The Shareholders of AsiaMedic Limited

Dear Sir/Madam,

THE PROPOSED RENEWAL OF THE SHARE PURCHASE MANDATE

1. INTRODUCTION

- 1.1 The Directors of the Company are seeking Shareholders' approval in relation to the Proposed Renewal of the Share Purchase Mandate.

The purpose of this Appendix is to provide Shareholders with information relating to, and to seek Shareholders' approval for, the Proposed Renewal of the Share Purchase Mandate. Shareholders' approval will be sought at the AGM of the Company to be held on 19 June 2020 at 9.30 a.m., the notice of which is set out in the Notice of AGM enclosed with the Annual Report 2019.

2. THE PROPOSED RENEWAL OF THE SHARE PURCHASE MANDATE

2.1 Background

The Share Purchase Mandate was renewed at the annual general meeting of the Company held on 29 April 2019, and will expire on 19 June 2020 being the date on which the next annual general meeting of the Company is to be held.

It is a requirement under the Companies Act that a company which wishes to purchase or otherwise acquire its own shares should obtain shareholders' approval to do so at a general meeting. In addition, Rule 866 of the Catalist Rules states that an issuer may purchase its own shares if it has obtained the prior specific approval of shareholders in a general meeting. Accordingly, Shareholders' approval is being sought at the AGM to be held on 19 June 2020 at 9.30 a.m. for the Share Purchase Mandate to be renewed to authorise the Company to purchase or acquire Shares in the capital of the Company ("**Proposed Renewal of the Share Purchase Mandate**").

APPENDIX A

2.2 Rationale for the Proposed Renewal of the Share Purchase Mandate

The Share Purchase Mandate would give the Company the flexibility to purchase or otherwise acquire its Shares (“**Share Purchase**”) up to the limit as set out in Section 2.3 of this Appendix at any time and from time to time during the Relevant Period. The rationale for the Company to undertake such Share Purchases are as follows:

- (a) The Share Purchase Mandate gives the Directors the flexibility to undertake share purchases as and when circumstances permit, with the objective of enhancing Shareholders’ value and to improve, *inter alia*, the return on equity of the Group. A Share Purchase made at an appropriate price level is one of the ways through which Shareholders’ value may be enhanced and the return on equity of the Group may be improved.
- (b) The Share Purchase Mandate will provide the Company with a mechanism to facilitate the return of surplus cash over and above the Group’s working capital requirements in an expedient and cost-efficient manner. Share Purchases also allow Directors to exercise control over the Company’s share structure and may depending on market conditions, lead to an enhancement of the earnings per share and/or net tangible assets per share of the Company.
- (c) The Share Purchase Mandate will also give the Company the opportunity to purchase or acquire Shares when such Shares are undervalued, to help mitigate short-term market volatility and to offset the effects of short-term speculation.

As and when circumstances permit, the Directors will decide whether to carry out the Share Purchases via On-Market Purchases or Off-Market Purchases, after taking into consideration relevant factors such as the amount of surplus cash available, working capital requirements, prevailing market conditions and the most cost effective and efficient approach.

The Share Purchases will only be undertaken as and when the Directors consider it to be in the best interests of the Company and its Shareholders. The Directors do not propose to carry out Share Purchases to such an extent that would, or in circumstances that might, result in a material adverse effect on the financial condition of the Group.

Shareholders should note that Shares Purchases pursuant to the Share Purchase Mandate may not be carried out to the full extent mandated. The Share Purchases will not cause market illiquidity of the Shares or adversely affect the orderly trading of the Shares.

2.3 Authority and limits on the Share Purchase Mandate

The authority and limits on the Share Purchase Mandate are summarised below:

(a) Maximum number of Shares

Only Shares that are issued and fully paid-up may be purchased or otherwise acquired by the Company pursuant to the Share Purchase Mandate.

The maximum number of Shares which can be purchased or otherwise acquired by the Company pursuant to the Share Purchase Mandate during the Relevant Period is limited to that number of issued Shares representing not more than 10% of the total

APPENDIX A

number of issued Shares as at date of the passing of Ordinary Resolution relating to the Proposed Renewal of the Share Purchase Mandate (excluding any treasury shares and subsidiary holdings as at that date). For the purposes of computing the 10% limit, any of the Shares which are held as treasury shares or subsidiary holdings will be disregarded.

Purely for illustration purposes only, based on the total number of issued Shares as at the Latest Practicable Date, comprising 1,119,522,270 Shares (excluding 100,000 treasury shares and nil subsidiary holdings), and assuming no further Shares are issued, or purchased or otherwise acquired and held as treasury shares, and no Share is held as subsidiary holdings on or prior to the AGM, not more than 111,862,227 Shares (representing not more than 10% of the total number of issued Shares excluding 100,000 treasury shares and nil subsidiary holdings as at that date) may be purchased or otherwise acquired by the Company pursuant to the Share Purchase Mandate.

(b) Duration of authority

If the Proposed Renewal of the Share Purchase Mandate is approved by Shareholders at the AGM, the authority conferred on the Directors pursuant to the Share Purchase Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the date of the passing of Ordinary Resolution relating to the Proposed Renewal of the Share Purchase Mandate and expiring on the earliest of:

- (i) the date of the next annual general meeting of the Company;
- (ii) the date by which the next annual general meeting of the Company is required by law to be held;
- (iii) the date on which the authority conferred by the Share Purchase Mandate is revoked or varied; or
- (iv) the date on which the Share Purchases are carried out to the full extent mandated.

(the “**Relevant Period**”).

(c) Manner of Share Purchases

A Share Purchase may only be made by way of:

- (i) on-market purchases on the SGX-ST or, as the case may be, any other stock exchange on which the Shares may for the time being be listed and quoted, through one or more duly licensed stockbrokers appointed by the Company for the purpose (“**Other Exchange**”) (“**On-Market Purchases**”); and/or
- (ii) off-market purchases (if effected otherwise than on the SGX-ST or, as the case may be, Other Exchange) in accordance with any equal access scheme(s) as may be determined or formulated by the Directors of the Company as they consider fit, which scheme(s) shall satisfy all the conditions prescribed by Section 76C of the Companies Act (“**Off-Market Purchases**”).

APPENDIX A

The Directors may impose such terms and conditions, which are not inconsistent with the Companies Act, the Catalist Rules and the Share Purchase Mandate, as they consider fit in the interests of the Company in connection with or in relation to any equal access scheme(s).

Under the Companies Act, an Off-Market Purchase must satisfy all the following conditions:

- (i) offers for Share Purchases shall be made to every person who holds Shares, to purchase or otherwise acquire the same percentage of their Shares;
- (ii) all of the abovementioned persons shall be given a reasonable opportunity to accept the offer made to them; and
- (iii) the terms of all the offers are the same, except that there shall be disregarded:
 - (AA) differences in consideration attributable to the fact that the offers relate to Shares with different accrued dividend entitlements;
 - (BB) differences in consideration attributable to the fact that the offers relate to Shares with different amounts remaining unpaid (if applicable); and
 - (CC) differences in the offers introduced solely to ensure that each person is left with a whole number of Shares.

In addition, the Catalist Rules provides that, in making an Off-Market Purchase, the Company must issue an offer document to all Shareholders which must contain at least the following information:

- (i) the terms and conditions of the offer;
- (ii) the period and procedures for acceptances;
- (iii) the reasons for the proposed Share Purchases;
- (iv) the consequences, if any, of Share Purchases by the Company that will arise under the Take-over Code or other applicable take-over rules;
- (v) whether the Share Purchases, if made, would have any effect on the listing of the Company's equity securities on the SGX-ST;
- (vi) details of any Share Purchases made by the Company in the previous 12 months (whether an On-Market Purchase or an Off-Market Purchase), giving the total number of Shares purchased, the purchase price per Share or the highest and lowest prices paid for such Share Purchases, where relevant, and the total consideration paid for such Share Purchases; and
- (vii) whether the Shares purchased by the Company will be cancelled or kept as treasury shares.

APPENDIX A

(d) Price Restrictions

The purchase price to be paid by the Company for the Shares will be determined by the Directors and must not exceed:

- (i) in the case of an On-Market Purchase, 105.0% of the average closing market price. For this purpose, the average closing market price is:
 - (AA) the average of the closing market prices of the Shares over the last five (5) Market Days (on which transactions in the Shares were recorded) immediately before the date of the Share Purchase by the Company; and
 - (BB) deemed to be adjusted for any corporate action that occurs during the relevant five (5) Market Day period and the day on which the purchases are made; and
- (ii) in the case of an Off-Market Purchase, 105.0% of the highest price at which a Share is transacted on the SGX-ST on the Market Day (when transactions in the Shares are recorded) immediately preceding the date on which the Company announces an Off-Market Purchase offer stating the purchase price and the relevant terms of the equal access scheme;

(the “**Maximum Price**”) in either case, excluding related expenses of the Share Purchase.

2.4 **Status of Purchased Shares**

The Shares purchased or otherwise acquired by the Company under the Share Purchase Mandate may be:

- (i) held by the Company; or
- (ii) dealt with, at any time, in accordance with Section 76K of the Companies Act, as treasury shares.

2.5 **Treasury shares**

Under the Companies Act, Shares purchased or acquired by the Company may be held or dealt with as treasury shares. Some of the provisions on treasury shares under the Companies Act are summarised below:

(a) Maximum holdings

The aggregate number of Shares held as treasury shares cannot at any time exceed 10% of the total number of issued Shares at that time. In the event that the Company exceeds the 10% threshold, the Company must dispose of or cancel these excess treasury shares within six (6) months or such further period as the Registrar of Companies appointed under the Companies Act may allow.

APPENDIX A

(b) Voting and other rights

The Company cannot exercise any right in respect of treasury shares. In particular, the Company cannot exercise any right to attend or vote at meetings, and for the purposes of the Companies Act, the Company shall be treated as having no right to vote and the treasury shares shall be treated as having no voting rights.

In addition, no dividend may be paid, and no other distribution (whether in cash or otherwise) of the Company's assets (including any distribution of assets to members on a winding up) may be made, to the Company in respect of treasury shares. However, the allotment and issue of Shares as fully paid bonus Shares in respect of treasury shares is allowed. Also, a subdivision or consolidation of any treasury share into treasury shares of a greater or smaller number is allowed so long as the total value of the treasury shares after the subdivision or consolidation is the same as before, as the case may be.

(c) Disposal and cancellation

Pursuant to Section 76K of the Companies Act, where Shares are held as treasury shares, the Company may at any time:

- (i) sell the treasury shares (or any of them) for cash;
- (ii) transfer the treasury shares (or any of them) for the purpose of or pursuant to any share scheme, whether for employees, directors or other persons;
- (iii) transfer the treasury shares (or any of them) as consideration for the acquisition of shares in or assets of another company or assets of a person;
- (iv) cancel the treasury shares (or any of them); or
- (v) sell, transfer or otherwise use the treasury shares for such other purposes as may be prescribed by the Minister under the Companies Act.

2.6 Source of funds

In undertaking Share Purchases, the Company may only apply funds legally available for such Share Purchases in accordance with the Constitution of the Company and the applicable laws and regulations enacted or prescribed by the relevant competent authorities in Singapore. The Company may not purchase its Shares for a consideration other than cash or, in the case of an On-Market Purchase, for settlement other than in accordance with the trading rules of the SGX-ST.

Under the Companies Act, the Company may purchase or otherwise acquire its own Shares out of profits and/or capital so long as the Company is solvent. It is an offence for a Director or an officer of the Company to approve or authorise the purchase or acquisition of Shares, knowing that the Company is not solvent. For this purpose, pursuant to Section 76F(4) of the Companies Act, a Company is solvent if:

- (a) there is no ground on which the Company could be found to be unable to pay its debts;

APPENDIX A

- (b) if:
 - (i) it is intended to commence winding up of the Company within the period of 12 months immediately after the date of the payment, the Company will be able to pay its debts in full within the period of 12 months after the date of commencement of the winding up; or
 - (ii) it is not intended so to commence winding up, the Company will be able to pay its debts as they fall due during the period of 12 months immediately after the date of the payment; and
- (c) the value of the Company's assets is not less than the value of its liabilities (including contingent liabilities) and will not, after the proposed purchase or acquisition of Shares become less than the value of its liabilities (including contingent liabilities).

The Company intends to use the Group's internal resources to finance its Share Purchases (including any brokerage, commission, applicable goods and services tax, stamp duties, clearance fees and other related expenses incurred directly in relation to the Share Purchases). The purchase or acquisition of issued Shares will only be undertaken if it can benefit the Company and its Shareholders. No purchase or acquisition of Shares will be made in circumstances which would have or may have a material adverse effect on the financial condition, liquidity (for example, share trading volume) and working capital of the Company.

2.7 Financial effects

The financial effects on the Company arising from its purchase or acquisition of Shares pursuant to the Share Purchase Mandate will depend on, *inter alia*, whether the Shares purchased or acquired is an On-Market Purchase or an Off-Market Purchase, whether the Shares are purchased or acquired out of capital and/or profits of the Company, the number of Shares purchased or acquired, the consideration paid for such Shares and whether the Shares purchased or acquired are held as treasury shares or cancelled.

For illustrative purposes only, the financial effects on the Company arising from its purchase or acquisition of Shares pursuant to the Share Purchase Mandate have been prepared based on the audited consolidated financial statements of the Company for FY2019, and are subject to, *inter alia*, the following assumptions:

- (a) the proposed renounceable non-underwritten rights issue of up to 1,561,952,500 new ordinary Shares ("**Rights Shares**") in the capital of the Company at an issue price of S\$0.012 for each Rights Share, on the basis of four (4) Rights Shares for every one (1) existing ordinary Share in the capital of the Company was completed on 1 January 2019 ("**Rights Issue**") and a total of 729,034,145 Rights Shares were allotted on 1 January 2019;
- (b) the Share Purchases comprised 111,862,227 Shares (representing 10% of 1,119,522,270 issued Shares being the total number of issued Shares excluding 100,000 treasury shares and nil subsidiary holdings as at the Latest Practicable Date, and assuming no further Shares are issued, or purchased or otherwise acquired and held as treasury shares, and no Shares are held as subsidiary holdings on or prior to the AGM);
- (c) in the case of On-Market Purchases, the Maximum Price was S\$0.006 per Share (being 105% of the Average Closing Price of the Shares over the last five (5) Market Days on which the Shares are transacted on the SGX-ST immediately preceding the Latest Practicable Date) and accordingly the maximum amount of funds required for

APPENDIX A

effecting such Share Purchases (excluding brokerage, commission, applicable goods and services tax, stamp duties, clearance fees and other related expenses), would amount to approximately S\$671,000;

- (d) in the case of Off-Market Purchases, the Maximum Price was S\$0.006 per Share (being 105% of the Average Closing Price of the Shares over the last five (5) Market Days on which the Shares are transacted on the SGX-ST immediately preceding the Latest Practicable Date) and accordingly the maximum amount of funds required for effecting such Off-Market Purchases (excluding brokerage, commission, applicable goods and services tax, stamp duties, clearance fees and other related expenses), would amount to approximately S\$671,000;
- (e) there were no expenses (including brokerage, commission, applicable goods and services tax, stamp duties, clearance fees and other related expenses) incurred in relation to the Share Purchases;
- (f) the Share Purchases pursuant to the Share Purchase Mandate were completed on 1 January 2019;
- (g) the 100,000 treasury shares as at the Latest Practicable Date are not cancelled and continues to be held by the Company as treasury shares; and
- (h) the Share Purchases were made entirely out of the Company's profits and financed entirely by the Company's internal resources.

Pursuant to Section 76G of the Companies Act, where issued Shares are purchased or acquired, and cancelled under Section 76B(5) of the Companies Act, the Company shall:

- (i) reduce the amount of its share capital where the Shares were purchased or acquired out of the capital of the Company;
- (ii) reduce the amount of its profits where the Shares were purchased or acquired out of the profits of the Company; or
- (iii) reduce the amount of its share capital and profits proportionately where the Shares were purchased or acquired out of both the capital and the profits of the Company,

by the total amount of the purchase price paid by the Company for the issued Shares cancelled. For the avoidance of doubt, the total amount of the purchase price paid by the Company for the Shares cancelled shall include any expenses (including brokerage or commission) incurred directly in the purchase or acquisition of such Shares which is paid out of the Company's capital or profits under Section 76F(1) of the Companies Act.

On the other hand, where Shares are purchased or acquired, and not cancelled under Section 76B(5) of the Companies Act, but held as treasury shares, there will be no change in the Company's share capital.

In both cases, the Shareholders' equity is reduced by the total amount of the purchase price paid by the Company for the issued Shares purchased or acquired.

APPENDIX A

Scenario (1) – On-Market Purchases and Off-Market Purchases made entirely out of capital and held as treasury shares

	Group		Company	
	Before Share Purchase S\$'000	After Share Purchase S\$'000	Before Share Purchase S\$'000	After Share Purchase S\$'000
As at 31 December 2019				
Share capital	33,284	33,284	33,284	33,284
Treasury shares	(3)	(675)	(3)	(675)
Other reserves	(561)	(561)	100	100
Accumulated losses	(20,383)	(20,383)	(25,331)	(25,331)
Shareholders' equity	12,337	11,665	8,050	7,378
NTA	11,813	11,141	8,050	7,378
Current assets	11,237	10,565	8,494	7,822
Current liabilities	5,753	5,753	2,049	2,049
Total borrowings	5,541	5,541	4,035	4,035
Net loss for FY2019	(588)	(588)	(765)	(765)
Number of Shares ('000)	1,119,522	1,007,660	1,119,522	1,007,660
Financial ratios				
NTA per Share (cent) ⁽¹⁾	1.06	1.11	0.72	0.73
Gearing (times) ⁽²⁾	0.45	0.48	0.50	0.55
Current ratio (times) ⁽³⁾	1.95	1.84	4.15	3.82
LPS (cent) ⁽⁴⁾	(0.05)	(0.06)	(0.07)	(0.08)

Scenario (2) – On-Market Purchases and Off-Market Purchases made entirely out of capital and cancelled

	Group		Company	
	Before Share Purchase S\$'000	After Share Purchase S\$'000	Before Share Purchase S\$'000	After Share Purchase S\$'000
As at 31 December 2019				
Share capital	33,284	32,612	33,284	32,612
Treasury shares	(3)	(3)	(3)	(3)
Other reserves	(561)	(561)	100	100
Accumulated losses	(20,383)	(20,383)	(25,331)	(25,331)
Shareholders' equity	12,337	11,665	8,050	7,378
NTA	11,813	11,141	8,050	7,378
Current assets	11,237	10,565	8,494	7,822
Current liabilities	5,753	5,753	2,049	2,049
Total borrowings	5,541	5,541	4,035	4,035
Net loss for FY2019	(588)	(588)	(765)	(765)
Number of Shares ('000)	1,119,522	1,007,660	1,119,522	1,007,660
Financial ratios				
NTA per Share (cent) ⁽¹⁾	1.06	1.11	0.72	0.73
Gearing (times) ⁽²⁾	0.45	0.48	0.50	0.55
Current ratio (times) ⁽³⁾	1.95	1.84	4.15	3.82
LPS (cent) ⁽⁴⁾	(0.05)	(0.06)	(0.07)	(0.08)

APPENDIX A

Notes:

- (1) "NTA per Share" represents NTA divided by the number of Shares as at the Latest Practicable Date.
- (2) "Gearing" represents total borrowings divided by Shareholders' equity.
- (3) "Current ratio" represents current assets divided by current liabilities.
- (4) "LPS" represents net loss for FY2019 divided by the number of Shares as at the Latest Practicable Date.

Shareholders should note that the financial effects set out above are based on the respective aforementioned assumptions, and are for illustration purposes only. In particular, Shareholders should note that the financial effects set out above are based on the audited consolidated financial statements of the Company for FY2019, and are not necessarily representative of the future financial performance of the Company and the Group. Although the Share Purchase Mandate authorises the Company to purchase or acquire up to 10% of the total number of issued Shares (excluding any treasury shares and subsidiary holdings), the Company may not necessarily purchase or acquire Shares, or be able to carry out purchases or acquisitions of Shares to the full extent mandated.

The Share Purchases will only be undertaken as and when the Directors consider it to be in the best interests of the Company and its Shareholders. The Directors do not propose to carry out Share Purchases to such an extent that would, or in circumstances that might, result in a material adverse effect on the financial condition of the Group. In particular, the Directors will only carry out Share Purchases after taking into consideration relevant factors such as the amount of surplus cash available, working capital requirements and prevailing market conditions.

2.8 Tax implications

Shareholders who are in any doubt as to their respective tax positions or the tax implications of the Share Purchases by the Company or who may be subject to tax whether in or outside Singapore should consult their own professional advisers.

2.9 Listing status on the Catalist board of the SGX-ST

Rule 723 of the Catalist Rules states that an issuer must ensure that at least 10% of the total number of issued shares (excluding preference shares, convertible equity securities and treasury shares) in a class that is listed is at all times held by the public.

As at the Latest Practicable Date, approximately 53.05% of issued Shares (excluding 100,000 treasury shares and nil subsidiary holdings) are held in the hands of the public. Assuming that the Company carries out purchases or acquisitions of issued Shares to the full extent mandated i.e. up to 10% of the total number of issued Shares (excluding 100,000 treasury shares and nil subsidiary holdings) as at the Latest Practicable Date from members of the public, the percentage of issued Shares (excluding any treasury shares and subsidiary holdings) held in the hands of the public would be approximately 47.84%.

The Directors will use their best efforts to ensure that the requirements of Rule 723 of the Catalist Rules are complied with.

2.10 Catalist Rules

Rule 871 of the Catalist Rules states that an issuer must notify the SGX-ST of any Share Purchase as follows:

APPENDIX A

- (a) in the case of an On-Market Acquisition, by 9.00 a.m. on the Market Day following the day on which it purchased shares; and
- (b) in the case of an Off-Market Acquisition under an equal access scheme, by 9.00 a.m. on the second Market Day after the close of acceptances of the offer.

Such notification must be made in the form of Appendix 8D to the Catalist Rules and must include, *inter alia*, the total number of shares purchased, the number of Shares cancelled, the number of Shares held as treasury shares, the price paid per Share or the highest price per Share and lowest price per Share, and the total consideration (including stamp duties, clearing charges, etc.) paid or payable for the Shares.

The Company will not purchase or acquire Shares pursuant to the Share Purchase Mandate at any time after any matter or development of a price sensitive nature has occurred or has been the subject of consideration and/or a decision of the Board until such price sensitive information has been publicly announced. In particular, in compliance with Rule 1204(19)(c) of the Catalist Rules, the Company will not deal in Shares during the period commencing two (2) weeks before the announcement of the Company's financial statements for each of the first three (3) quarters of its financial year and one (1) month before the announcement of the Company's full year financial statements (if Company announces its quarterly financial statements, whether required by the SGX-ST or otherwise), or one (1) month before the announcement of the Company's half-year and full-year financial statements (if the Company does not announce its quarterly financial statements).

2.11 Application of the Take-over Code

Appendix 2 to the Take-over Code contains the Share Buy-Back Guidance Note applicable as at the Latest Practicable Date. The take-over implications arising from any purchase or acquisition of Shares by the Company are set out below.

(a) Obligations to make a take-over offer

Paragraph 1 of the Share Buy-Back Guidance Note states that when a company buys back its shares, any resulting increase in the percentage of voting rights held by a shareholder and persons acting in concert with him will be treated as an acquisition for the purpose of Rule 14 of the Take-over Code. Consequently, a shareholder or group of shareholders acting in concert could obtain or consolidate effective control of the company and become obliged to make an offer under Rule 14 of the Take-over Code.

(b) Persons acting in concert

Under the Take-over Code, persons acting in concert comprise individuals or companies who, pursuant to an agreement or understanding (whether formal or informal), co-operate, through the acquisition by any of them of shares in a company, to obtain or consolidate effective control of that company.

Without prejudice to the general application of the definition above, the following individuals and companies will be presumed to be persons acting in concert with each other unless the contrary is established:

- (i) the following companies:

APPENDIX A

- (A) a company;
 - (B) the parent company of (A);
 - (C) the subsidiaries of (A);
 - (D) the fellow subsidiaries of (A);
 - (E) the associated companies of any of (A), (B), (C) or (D);
 - (F) companies whose associated companies include any of (A), (B), (C), (D) or (E); and
 - (G) any person who has provided financial assistance (other than a bank in the ordinary course of business) to any of the above for the purchase of voting rights.
- (ii) a company with any of its directors (together with their close relatives, related trusts as well as companies controlled by any of the directors, their close relatives and related trusts);
 - (iii) a company with any of its pension funds and employee share schemes;
 - (iv) a person with any investment company, unit trust or other fund whose investment such person manages on a discretionary basis, but only in respect of the investment account which such person manages;
 - (v) a financial or other professional adviser, including a stockbroker, with its client in respect of the shareholdings of the adviser and persons controlling, controlled by or under the same control as the adviser;
 - (vi) directors of a company (together with their close relatives, related trusts and companies controlled by any of such directors, their close relatives and related trusts) which is subject to an offer or where the directors have reason to believe a bona fide offer for their company may be imminent;
 - (vii) partners; and
 - (viii) the following persons and entities:
 - (A) an individual;
 - (B) the close relatives of (A);
 - (C) the related trusts of (A);
 - (D) any person who is accustomed to act in accordance with the instructions of (A);
 - (E) companies controlled by any of (A), (B), (C) or (D); and

APPENDIX A

- (F) any person who has provided financial assistance (other than a bank in the ordinary course of business) to any of the above for the purchase of voting rights.

In this Section 2.11(b) of this Appendix:

“associated company” means a company is an associated company of another company if the second company owns or controls at least 20% but not more than 50% of the voting rights of the first-mentioned company; and

“close relatives” include immediate family (i.e. parents, siblings, spouse and children), siblings of parents (i.e. uncles and aunts) as well as their children (i.e. cousins), and children of siblings (i.e. nephews and nieces).

- (c) Effect of Rule 14 of the Take-over Code and the Share Buy-Back Guidance Note

Rule 14.1 of the Take-over Code states that except with the SIC’s consent, where:

- (i) any person acquires whether by a series of transactions over a period of time or not, shares which (taken together with shares held or acquired by persons acting in concert with him) carry 30% or more of the voting rights of a company; or
- (ii) any person who, together with persons acting in concert with him, holds not less than 30% but not more than 50% of the voting rights and such person, or any person acting in concert with him, acquires in any period of six (6) months additional shares carrying more than 1% of the voting rights,

such person must extend offers immediately, on the basis set out in Rule 14 of the Take-over Code, to the holders of any class of share capital of the company which carries votes and in which such person, or persons acting in concert with him, hold shares. In addition to such person, each of the principal members of the group of persons acting in concert with him may, according to the circumstances of the case, have the obligation to extend an offer.

In addition, paragraph 2 of the Share Buy-Back Guidance Note states that a shareholder, who is not acting in concert with the directors, will not be required to make an offer under Rule 14 of the Take-over Code if, as a result of a company buying back its own shares, the voting rights of the shareholder in the company would increase to 30% or more, or, if the shareholder holds between 30% and 50% of the company’s voting rights, would increase by more than 1% in any period of six (6) months, as a result of the company buying back its shares. Such a shareholder need not abstain from voting on the resolution to authorise the share buy-back, unless so required under the Companies Act.

APPENDIX A

For illustrative purposes only, the interests of the Substantial Shareholder, Luye Medical Group Pte. Ltd. (“**LMGPL**”), and the parties presumed to be acting in concert with LMGPL based on the Company’s Register of Directors’ Shareholdings and the Company’s Register of Substantial Shareholders as at the Latest Practicable Date are set out below:

	Before Share Purchase				After Share Purchase			
	Direct Interest		Deemed Interest		Direct Interest		Deemed Interest	
	No. of Shares	% ⁽¹⁾	No. of Shares	% ⁽¹⁾	No. of Shares	% ⁽²⁾	No. of Shares	% ⁽²⁾
Luye Medical Group Pte. Ltd.	512,098,062	45.74	–	–	512,098,062	50.82	–	–
Luye Medical Investment Pte. Ltd. ⁽³⁾	–	–	512,098,062	45.74	–	–	512,098,062	50.82
Luye Life Sciences Group Ltd ⁽⁴⁾	–	–	512,098,062	45.74	–	–	512,098,062	50.82
Nelumbo Investments Limited ⁽⁵⁾⁽⁷⁾	–	–	512,098,062	45.74	–	–	512,098,062	50.82
Ginkgo (PTC) Limited ⁽⁶⁾⁽⁸⁾	–	–	512,098,062	45.74	–	–	512,098,062	50.82
Shorea LBG ⁽⁸⁾	–	–	512,098,062	45.74	–	–	512,098,062	50.82
The Asoka Trust ⁽⁷⁾	–	–	512,098,062	45.74	–	–	512,098,062	50.82
Liu Dianbo ⁽⁷⁾⁽⁸⁾	–	–	512,098,062	45.74	–	–	512,098,062	50.82
Wang Cuilian ⁽⁷⁾	–	–	512,098,062	45.74	–	–	512,098,062	50.82
Aona Liu ⁽⁷⁾	–	–	512,098,062	45.74	–	–	512,098,062	50.82
Alina W Liu ⁽⁷⁾	–	–	512,098,062	45.74	–	–	512,098,062	50.82
Charles Wang Chong Guang	–	–	–	–	–	–	–	–
Koh Boon How ⁽⁹⁾	1,500,000	0.13	–	–	1,500,000	0.15	–	–

Notes:

- (1) Based on 1,119,522,270 issued Shares (excluding 100,000 treasury shares and nil subsidiary holdings) of the Company as at the Latest Practicable Date.
- (2) The figures are based on the issued Shares of the Company assuming that the Company purchased 10% of the total number of its issued Shares (excluding 100,000 treasury shares and nil subsidiary holdings).
- (3) Luye Medical Investment Pte. Ltd. holds 100% of the issued and paid-up share capital of LMGPL and is deemed to have an interest in the Shares held by LMGPL by virtue of Section 4 of the SFA.
- (4) Luye Life Sciences Group Ltd holds 100% of the issued and paid-up share capital of Luye Medical Investment Pte. Ltd.. Luye Medical Investment Pte. Ltd. is deemed to have an interest in the Shares held by LMGPL by virtue of Section 4 of the SFA. Accordingly, Luye Life Sciences Group Ltd is deemed to have an interest in the Shares held by LMGPL by virtue of Section 4 of the SFA.
- (5) Nelumbo Investments Limited holds 70% of the issued and paid up share capital of Luye Life Sciences Group Ltd. Luye Life Sciences Group Ltd is deemed to have an interest in the Shares held by LMGPL by virtue of Section 4 of the SFA. Accordingly, Nelumbo Investments Limited is deemed to have an interest in the Shares held by LMGPL by virtue of Section 4 of the SFA.

APPENDIX A

- (6) The shares representing 100% of the issued and paid up share capital of Nelumbo Investments Limited are held by Ginkgo (PTC) Limited as trustee of The Asoka Trust. Nelumbo Investments Limited is deemed to have an interest in the Shares held by LMGPL by virtue of Section 4 of the SFA. Accordingly, Ginkgo (PTC) Limited is deemed to have an interest in the Shares held LMGPL by virtue of Section 4 of the SFA.
- (7) The shares representing 100% of the issued and paid up share capital of Nelumbo Investments Limited are the trust property of The Asoka Trust. The settlor of The Asoka Trust is Mr Liu Dianbo. The beneficiaries of The Asoka Trust are Mr Liu Dianbo, his spouse Mdm Wang Cuilian, and his daughters Ms Aona Liu and Ms Alina W Liu. Nelumbo Investments Limited is deemed to have an interest in the Shares held by LMGPL by virtue of Section 4 of the SFA. Accordingly, The Asoka Trust and the beneficiaries of The Asoka Trust are deemed to have an interest in the Shares held by LMGPL by virtue of Section 4 of the SFA.
- (8) Shorea LBG holds 100% of the issued and paid up share capital of Ginkgo (PTC) Limited and is in turn wholly-owned by Mr Liu Dianbo. Ginkgo (PTC) Limited is deemed to have an interest in the Shares held by LMGPL by virtue of Section 4 of the SFA. Accordingly, each of Shorea LBG and Mr Liu Dianbo are deemed to be indirectly interested in the Shares that Ginkgo (PTC) Limited has an interest in.
- (9) Koh Boon How is a director of LMGPL.

Further details on the interests of the Directors and Substantial Shareholders of the Company in the Shares of the Company as at the Latest Practicable Date are set out in Section 3 of this Appendix.

As at the Latest Practicable Date, in the event that the Company purchases 111,862,227 Shares, being (10%) of its issued Shares (excluding treasury shares and subsidiary holdings) pursuant to the Share Purchase Mandate, the Share Purchase would result in a Shareholder becoming a Substantial Shareholder. For illustration purposes, as at the Latest Practicable Date, any Shareholder who holds 50,383,002 or more Shares will become a Substantial Shareholder in the event Company purchases 111,862,227 Shares, being ten percent (10%) of its issued Shares (excluding treasury shares and subsidiary holdings) pursuant to the Share Purchase Mandate.

As at the Latest Practicable Date, our Non-Executive Chairman, Mr Charles Wang Chong Guang (“**Mr Charles Wang**”) is a director of LMGPL. As such, Mr Charles Wang is presumed to be a party acting in concert with LMGPL under the Take-over Code.

Based on the above information and for illustration purpose only, as at the Latest Practicable Date, in the event that the Company purchases 111,862,227 Shares, being ten percent (10%) of its issued Shares (excluding treasury shares and subsidiary holdings) and all the purchased Shares are cancelled and not held as treasury shares, the aggregate shareholdings and voting rights of LMGPL and parties presumed to be acting in concert with it will increase from approximately 45.87% to 50.97%. Accordingly, if such increase in shareholding were to occur over any 6-month period, the shareholding of LMGPL would have increased by more than one percent (1%).

In such event, Mr Charles Wang, LMGPL and parties presumed to be acting in concert with them under the Take-over Code (the “**Relevant Parties**”) will, unless exempted, be obliged to make a mandatory general offer under Rule 14.1(b) of the Take-Over Code.

The Relevant Parties will be exempted from the requirement to make an offer under Rule 14 of the Take-over Code, subject to the following conditions set out in Appendix 2 of the Take-over Code:

- (a) the circular to Shareholders on the resolution to approve the Proposed Renewal of the Share Purchase Mandate contains advice to the effect that by voting for the Proposed Renewal of the Share Purchase Mandate resolution, Shareholders are

APPENDIX A

waiving their rights to a general offer at the required price from the Relevant Parties, who, as a result of the Company buying back its Shares, would increase their voting rights to 30% or more, or, if they together hold between 30% and 50% of the Company's voting rights, would increase their voting rights by more than 1% in any 6-month period; and the names of the Relevant Parties, and their voting rights at the time of the resolution and after the proposed share purchase under the Proposed Renewal of the Share Purchase Mandate are disclosed in the same circular;

- (b) the resolution to authorise the Proposed Renewal of the Share Purchase Mandate is approved by a majority of Shareholders present and voting at the AGM on a poll who could not become obliged to make an offer as a result of the share purchase under the Proposed Renewal of the Share Purchase Mandate;
- (c) the Relevant Parties abstain from voting for and/or recommending Shareholders to vote in favour of the resolution to approve the Proposed Renewal of the Share Purchase Mandate;
- (d) within seven (7) days after the passing of the resolution to approve the Proposed Renewal of the Share Purchase Mandate, Mr Charles Wang, is to submit to the SIC a duly signed Form 2 appended to the SIC's Practice Statement on Share Buyback Guidance Note;
- (e) the Relevant Parties not to have acquired and not to acquire any Shares between the date on which they know that the announcement of the Proposed Renewal of the Share Purchase Mandate is imminent and the earlier of:-
 - (i) the date on which the authority of the Proposed Renewal of the Share Purchase Mandate expires; and
 - (ii) the date on which the Company announces it has bought back such number of Shares as authorised by Shareholders at the AGM in respect of the Proposed Renewal of the Share Purchase Mandate or it has decided to cease purchasing its Shares, as the case may be,

if such acquisitions, taken together with the share purchase, would cause their aggregate voting rights to increase to 30% or more; and

- (f) the Relevant Parties together holding between 30% and 50% of the Company's voting rights, not to have acquired and not to acquire any Shares between the date on which they know that the announcement of the Proposed Renewal of the Share Purchase Mandate is imminent and the earlier of:-
 - (i) the date on which the authority of the Proposed Renewal of the Share Purchase Mandate expires; and
 - (ii) the date on which the Company announces it has bought back such number of Shares as authorised by Shareholders at the AGM in respect of the Proposed Renewal of the Share Purchase Mandate or it has decided to cease purchasing its Shares, as the case may be,

if such acquisitions, taken together with the share purchase, would cause their aggregate voting rights to increase by more than 1% in the preceding six (6) months.

APPENDIX A

It follows that where the aggregate voting rights held by the Relevant Parties increase by more than 1% solely as a result of the share purchase and none of them has acquired any Shares during the relevant period defined above, then the Relevant Parties would be eligible for the SIC's exemption from the requirement to make a general offer under Rule 14 of the Take-over Code, or where such exemption has been granted, would continue to be exempted.

The Relevant Parties and persons acting in concert with them will abstain from voting at the AGM in respect of the Proposed Renewal of the Share Purchase Mandate and will not accept nominations as proxy or otherwise for voting at the AGM in respect thereof.

Save as disclosed above, to the best of the Directors' knowledge, there are no other persons who may incur an obligation to make a take-over offer as a result of any purchase or acquisition of Shares by the Company pursuant to the Share Purchase Mandate. Members are advised to consult their professional advisers and/or the SIC and/or the relevant authorities at the earliest opportunity as to whether they would incur any obligation to make a take-over offer as a result of any purchase or acquisition of Shares by the Company pursuant to the Share Purchase Mandate as the case may be.

Shareholders should note that by voting in favour of the Proposed Renewal of the Share Purchase Mandate, they are waiving their rights to a general offer at the required price from the Relevant Parties who, as a result of the Company buying back its shares, would increase their voting rights by more than 1% in any period of 6 months.

The statements in this Appendix do not purport to be a comprehensive or exhaustive description of all implications that may arise under the Take-over Code. Shareholders are advised to consult their own professional advisers and/or the SIC and/or other relevant authorities at the earliest opportunity as to whether an obligation to make an offer would arise as a result of the Company purchasing or acquiring issued Shares pursuant to the Share Purchase Mandate.

2.12 Share Purchases in the previous 12 months

The Company did not undertake any Share Purchase in the previous twelve (12) months pursuant to the Share Purchase Mandate obtained at the AGM of the Company held on 29 April 2019.

2.13 Reporting Requirements

Within thirty (30) days of the passing of the Shareholders' resolution in relation to the Proposed Renewal of the Share Purchase Mandate, the Directors shall lodge a copy of the Shareholders' resolution with ACRA.

The Directors shall lodge with ACRA a notice of share purchase within thirty (30) days of a Share Purchase. Such notification shall include the date of the purchase, the number of Shares purchased by the Company, the number of Shares cancelled, the number of treasury shares held, the Company's issued share capital before and after the Share Purchase, the amount of consideration paid by the Company for the Share Purchase, whether the Shares were purchased out of the profits or the capital of the company and such other particulars as may be required in the prescribed form.

APPENDIX A

Within thirty (30) days of the cancellation or disposal of treasury shares in accordance with the provisions of the Companies Act, the Directors shall lodge with ACRA the notice of cancellation or disposal of treasury shares in the prescribed form.

3. DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' INTERESTS

The interests of the Directors and Substantial Shareholders in the Shares as recorded in the Company's Register of Directors' Shareholdings and the Company's Register of Substantial Shareholders respectively as at the Latest Practicable Date are set out below:

	Direct Interest		Deemed Interest	
	No. of Shares	% ⁽¹⁾	No. of Shares	% ⁽¹⁾
Directors				
Charles Wong Chong Guang	–	–	–	–
Tan Soo Kiat ⁽²⁾	–	–	12,000,000	1.07
Goh Kian Chee	–	–	–	–
Chua Keng Woon	–	–	–	–
Lawrence Peter Lim Hong Haw	–	–	–	–
Substantial Shareholders				
Luye Medical Group Pte. Ltd.	512,098,062	45.74	–	–
Luye Medical Investment Pte. Ltd. ⁽³⁾	–	–	512,098,062	45.74
Luye Life Sciences Group Ltd ⁽⁴⁾	–	–	512,098,062	45.74
Nelumbo Investments Limited ⁽⁵⁾⁽⁷⁾	–	–	512,098,062	45.74
Ginkgo (PTC) Limited ⁽⁶⁾⁽⁸⁾	–	–	512,098,062	45.74
Shorea LBG ⁽⁸⁾	–	–	512,098,062	45.74
The Asoka Trust ⁽⁷⁾	–	–	512,098,062	45.74
Liu Dianbo ⁽⁷⁾⁽⁸⁾	–	–	512,098,062	45.74
Wang Cuilian ⁽⁷⁾	–	–	512,098,062	45.74
Aona Liu ⁽⁷⁾	–	–	512,098,062	45.74
Alina W Liu ⁽⁷⁾	–	–	512,098,062	45.74

Notes:

- (1) Based on 1,119,522,270 issued Shares (excluding 100,000 treasury shares and nil subsidiary holdings) of the Company as at the Latest Practicable Date.
- (2) Tan Soo Kiat holds 12,000,000 ordinary shares in the issued and paid-up ordinary share capital of the Company indirectly through DBS Nominees (Private) Limited.
- (3) Luye Medical Investment Pte. Ltd. holds 100% of the issued and paid-up share capital of Luye Medical Group Pte. Ltd. ("LMGPL") and is deemed to have an interest in the Shares held by LMGPL by virtue of Section 4 of the SFA.
- (4) Luye Life Sciences Group Ltd holds 100% of the issued and paid-up share capital of Luye Medical Investment Pte. Ltd.. Luye Medical Investment Pte. Ltd. is deemed to have an interest in the Shares held by LMGPL by virtue of Section 4 of the SFA. Accordingly, Luye Life Sciences Group Ltd is deemed to have an interest in the Shares held by LMGPL by virtue of Section 4 of the SFA.

APPENDIX A

- (5) Nelumbo Investments Limited holds 70% of the issued and paid up share capital of Luye Life Sciences Group Ltd. Luye Life Sciences Group Ltd is deemed to have an interest in the Shares held by LMGPL by virtue of Section 4 of the SFA. Accordingly, Nelumbo Investments Limited is deemed to have an interest in the Shares held by LMGPL by virtue of Section 4 of the SFA.
- (6) The shares representing 100% of the issued and paid up share capital of Nelumbo Investments Limited are held by Ginkgo (PTC) Limited as trustee of The Asoka Trust. Nelumbo Investments Limited is deemed to have an interest in the Shares held by LMGPL by virtue of Section 4 of the SFA. Accordingly, Ginkgo (PTC) Limited is deemed to have an interest in the Shares held by LMGPL by virtue of Section 4 of the SFA.
- (7) The shares representing 100% of the issued and paid up share capital of Nelumbo Investments Limited are the trust property of The Asoka Trust. The settlor of The Asoka Trust is Mr Liu Dianbo. The beneficiaries of The Asoka Trust are Mr Liu Dianbo, his spouse Mdm Wang Cuilian, and his daughters Ms Aona Liu and Ms Alina W Liu. Nelumbo Investments Limited is deemed to have an interest in the Shares held by LMGPL by virtue of Section 4 of the SFA. Accordingly, The Asoka Trust and the beneficiaries of The Asoka Trust are deemed to have an interest in the Shares held by LMGPL by virtue of Section 4 of the SFA.
- (8) Shorea LBG holds 100% of the issued and paid up share capital of Ginkgo (PTC) Limited and is in turn wholly-owned by Mr Liu Dianbo. Ginkgo (PTC) Limited is deemed to have an interest in the Shares held by LMGPL by virtue of Section 4 of the SFA. Accordingly, each of Shorea LBG and Mr Liu Dianbo are deemed to be indirectly interested in the Shares that Ginkgo (PTC) Limited has an interest in.

The Company's Constitution does not have any limits on the shareholding of any Shareholder.

Save as disclosed in this Appendix, none of the Directors and Substantial Shareholders have any interest, direct or indirect, in the Proposed Renewal of the Share Purchase Mandate, other than through their respective shareholdings in the Company.

4. ABSTENTION FROM VOTING

Pursuant to the Take-over Code, the Relevant Parties shall abstain from voting on the resolution approving the Proposed Renewal of the Share Purchase Mandate. Mr Tan Soo Kiat has declared that Intergate Pte Ltd (of which he is a director) had until 31 March 2020, provided corporate advisory services to LMGPL and its Subsidiaries. Given the recent cessation of business relationship, Mr Tan Soo Kiat has volunteered to abstain from voting on the Proposed Share Purchase Mandate. The Relevant Parties and Mr Tan Soo Kiat shall also refrain from accepting nomination as proxy or otherwise vote at the AGM in respect of Proposed Renewal of the Share Purchase Mandate resolution.

The Company will disregard any votes cast on the Proposed Renewal of the Share Purchase Mandate resolution by the Relevant Parties and Mr Tan Soo Kiat.

5. DIRECTORS' RECOMMENDATION

Except for Mr Charles Wang and Mr Tan Soo Kiat, the Directors having considered, *inter alia*, the rationale and information relating to the Proposed Renewal of the Share Purchase Mandate, are of the opinion that the Proposed Renewal of the Share Purchase Mandate is in the best interests of the Company. Accordingly, except for Mr Charles Wang and Mr Tan Soo Kiat, the Directors recommend that Shareholders vote in favour of the Ordinary Resolution relating to the Proposed Renewal of the Share Purchase Mandate at the AGM.

6. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Appendix and confirm after making all reasonable enquiries, that to the best of their knowledge and belief, this Appendix constitutes full and true disclosure of all material facts about the Proposed Renewal of the Share Purchase Mandate, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of

APPENDIX A

which would make any statement in this Appendix misleading. Where information in this Appendix has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this Appendix in its proper form and context.

7. AGM

The AGM, notice of which is enclosed with the Annual Report 2019, will be held at 350 Orchard Road #10-01, Shaw House, Singapore 238868 on **19 June 2020 at 9.30 a.m.** for the purpose of considering and, if thought fit, passing, with or without any modification, the Proposed Renewal of the Share Purchase Mandate set out in the Notice of AGM.

8. ACTION TO BE TAKEN BY SHAREHOLDERS

Shareholders who are unable to attend the AGM and wish to appoint a proxy to attend and vote at the AGM on their behalf will find attached to the Annual Report 2019 a Proxy Form which they are requested to complete, sign and return in accordance with the instructions printed thereon as soon as possible and, in any event, so as to arrive at the registered office of the Company at 350 Orchard Road, #08-00 Shaw House, Singapore 238868, not later than 72 hours before the time fixed for holding the AGM.

The completion and return of a Proxy Form by a Shareholder does not preclude him from attending and voting in person at the AGM if he so wishes. A Depositor shall not be regarded as a member of the Company entitled to attend the AGM and to speak and vote thereat unless his name appears on the Depository Register 72 hours before the AGM.

Shareholders who purchased the Shares through the Central Provident Fund Investment Scheme ("CPFIS") may wish to check with their agent banks included under the CPFIS on the procedure and deadline for the submission of their written instructions to their agent banks to vote on their behalf.

9. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents may be inspected at the registered office of the Company at 350 Orchard Road, #08-00 Shaw House, Singapore 238868 during normal business hours from the date of this Appendix up to and including the date of the AGM:

- (a) the Constitution of the Company; and
- (b) the Annual Report 2019.

Yours faithfully
For and on behalf of the Board of Directors of
AsiaMedic Limited

Charles Wang Chong Guang
Non-Executive Chairman

15 April 2020

