



**CHINA MEDICAL (INTERNATIONAL)  
GROUP LIMITED**

中国医疗(国际)集团有限公司

**CHINA MEDICAL (INTERNATIONAL) GROUP LIMITED**

(Company Registration Number 200505118M)  
(Incorporated in the Republic of Singapore)

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

All capitalised terms used in this notice of EGM which are not defined herein shall have the same meanings ascribed to them in the circular dated 11 January 2017 to the shareholders of the Company (the "Circular").

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting ("EGM") of **China Medical (International) Group Limited** (the "Company") will be held at Raffles Marina, Chart Room (Level 2), 10 Tuas West Drive Singapore 638404 on 26 January 2017 at 10.30 a.m. (or as soon thereafter following the conclusion of the Extraordinary General Meeting of the Company to be held at 10.00 a.m. on the same day and at the same place) for the purpose of considering and, if thought fit, passing with or without modifications, the following ordinary resolutions:

**Shareholders should note that Ordinary Resolutions 1, 2 and 3 are inter-conditional. For the avoidance of doubt, this means that if any of Ordinary Resolution 1, 2 or 3 is not approved, each of Ordinary Resolutions 1, 2 and 3 would not be carried.**

**ORDINARY RESOLUTION 1**

**ACQUISITION OF 51.0% OF THE ISSUED AND PAID-UP SHARE CAPITAL OF EACH OF EASTLIFE PTE LTD AND MAXGLOBE PTE. LTD.**

That subject to and contingent upon the passing of Ordinary Resolutions 2 and 3, the acquisition by the Company of 51.0% of the issued and paid-up share capital of each of Eastlife Pte Ltd and Maxglobe Pte. Ltd. for an aggregate purchase consideration of S\$9,500,000 (the "Proposed Acquisition") to be satisfied by S\$6,500,000 in cash and the allotment and issuance of 238,095,238 Consideration Shares at an issue price of S\$0.0126 per Consideration Share, pursuant to the terms and subject to the conditions of the SPA be and is hereby approved, and for this purpose:

- (a) approval be and is hereby given to the Company to undertake the Proposed Acquisition in accordance with the SPA; and
- (b) the Directors and each of them be and are hereby authorised to complete and do all acts and things as they or each of them deem desirable, necessary or expedient to give effect to the matters contemplated by this resolution as they or each of them may in their or each of their absolute discretion deem fit in the interests of the Group.

**ORDINARY RESOLUTION 2**

**ISSUE OF DOCTOR SHARES**

That subject to and contingent upon the passing of Ordinary Resolutions 1 and 3 as set out in this notice of EGM:

- (a) approval be and is hereby granted for the proposed allotment and issuance of 158,730,158 Doctor Shares to the Doctor Entity for NIL consideration, on the terms and subject to the conditions of the Deed of Performance Assurance;
- (b) the Directors and each of them be and are hereby authorised to complete and do all acts and things as they or each of them deem desirable, necessary or expedient to give effect to the matters contemplated by this resolution as they or each of them may in their or each of their absolute discretion deem fit in the interests of the Group.

**ORDINARY RESOLUTION 3**

**PROPOSED OPTIONS**

That subject to and contingent upon the passing of Ordinary Resolutions 1 and 2 as set out in this notice of EGM:

- (a) approval be and is hereby granted for the Company to grant the Options in accordance with the Option Agreement;
- (b) the Directors and each of them be and are hereby authorised to complete and do all acts and things as they or each of them deem desirable, necessary or expedient to give effect to the matters contemplated by this resolution as they or each of them may in their or each of their absolute discretion deem fit in the interests of the Group.

**BY ORDER OF THE BOARD**

Tai Kok Chuan  
Executive Chairman  
Singapore  
Date: 11 January 2017

**Notes:**

- 1) (a) A member who is not a relevant intermediary (as defined in Section 181 of the Act) is entitled to appoint not more than two proxies to attend, speak and vote on his/her behalf at the EGM. Where a member appoints more than one proxy, he/she shall specify the proportion of his/her shares to be represented by each such proxy, failing which the nomination shall be deemed to be alternative.  
(b) A member who is a relevant intermediary (as defined in Section 181 of the Act) is entitled to appoint more than two proxies to attend, speak and vote at the EGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's form of proxy appoints more than two proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the form of proxy.
- 2) A member of the Company which is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf.
- 3) The instrument appointing a proxy or proxies must be under the hand of the appointor or of his/her attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorised.
- 4) The instrument appointing the proxy must be deposited at the registered office of the Company at 360 Orchard Road #04-08 International Building Singapore 238869 not less than forty-eight (48) hours before the time appointed for the meeting.

**Personal Data Privacy:**

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM 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) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "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), 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) 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.