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## **NOTICE OF ANNUAL GENERAL MEETING**

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**NOTICE IS HEREBY GIVEN** that the 28<sup>th</sup> Annual General Meeting (AGM) of Raffles Medical Group Ltd (the Company) will be held at **Rooms 300-302, Suntec Singapore International Convention & Exhibition Centre, 1 Raffles Boulevard, Suntec City, Singapore 039593**, on **Wednesday, 19 April 2017 at 11.30 a.m.** for the purpose of considering and, if thought fit, passing with or without modification, the following resolutions as Ordinary Resolutions:

### **AS ORDINARY BUSINESS**

1. To receive and adopt the Directors' Statement, Audited Financial Statements for the year ended 31 December 2016 and the Auditors' Report thereon. **[Resolution 1]**
2. To declare a one-tier tax exempt final dividend of 1.5 Singapore cents per share for the year ended 31 December 2016 (2015: 1.5 Singapore cents per share). **[Resolution 2]**
3. To approve Directors' Fees (\$377,000) for the year ended 31 December 2016 (2015: \$339,200). **[Resolution 3]**
4. To re-elect Dr Loo Choon Yong, who is retiring by rotation in accordance with Article 93 of the Company's Constitution, and who, being eligible, will offer himself for re-election. **[Resolution 4]**
5. To re-elect Mr Koh Poh Tiong, who is retiring by rotation in accordance with Article 93 of the Company's Constitution, and who, being eligible, will offer himself for re-election. **[Resolution 5]**
6. To re-elect Mr Kee Teck Koon, who is retiring by rotation in accordance with Article 93 of the Company's Constitution, and who, being eligible, will offer himself for re-election. **[Resolution 6]**
7. To re-elect Mr Raymond Lim Siang Keat, who is retiring by rotation in accordance with Article 93 of the Company's Constitution, and who, being eligible, will offer himself for re-election. **[Resolution 7]**
8. To re-appoint KPMG LLP as Auditors of the Company and to authorise the Directors to fix their remuneration. **[Resolution 8]**

### **AS SPECIAL BUSINESS**

#### **9. Authority to Allot and Issue Shares**

That pursuant to section 161 of the Singapore Companies Act, Chapter 50, and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited (SGX-ST), authority be and is hereby given to the Directors of the Company to:

- (a) (i) Allot and issue shares and convertible securities in the capital of the Company whether by way of rights, bonus or otherwise; and / or
- (ii) Make or grant offers, agreements or options (collectively, Instruments) that might or would require shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into shares,

**AS SPECIAL BUSINESS (CONT'D)**

**9. Authority to Allot and Issue Shares (cont'd)**

at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit; and

- (b) (Notwithstanding that the authority conferred by this Resolution may have ceased to be in force) Issue shares and convertible securities in pursuance of any Instrument made or granted by the Directors while this Resolution was in force,

Provided That:

- (1) The aggregate number of shares to be issued pursuant to this Resolution (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 50% of the total number of issued shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of shares and convertible securities to be issued other than on a pro-rata basis to shareholders of the Company (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 20% of the total number of issued shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below);
- (2) (Subject to such manner of calculation 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 (1) above, the percentage of issued shares shall be based on the total number of issued shares (excluding treasury shares) in the capital of the Company at the time this Resolution is passed, after adjusting for:
- (i) New shares arising from the conversion or exercise of convertible securities;
- (ii) New shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards, which are outstanding or subsisting at the time this Resolution is passed; and
- (iii) Any subsequent bonus issue or consolidation or sub-division of shares.
- (3) In exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Company's Constitution for the time being of the Company; and
- (4) (Unless revoked or varied by the Company in 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. **[Resolution 9]**

**10. Authority to Allot and Issue Shares Under the Raffles Medical Group Share Option Scheme**

That pursuant to section 161 of the Singapore Companies Act, Chapter 50, the Directors of the Company be and are hereby authorised to offer and grant options in accordance with the provisions of the Raffles Medical Group Share Option Scheme (the Scheme) and to allot and issue from time to time such number of shares in the capital of the Company as may be required to be issued pursuant to the exercise of such options under the Scheme, provided that the aggregate number of shares to be issued pursuant to the Scheme shall not exceed 15% of the total number of issued shares (excluding treasury shares) of the Company from time to time. **[Resolution 10]**

**AS SPECIAL BUSINESS (CONT'D)**

**11. The Proposed Renewal of Share Buy Back Mandate**

That:

- (a) For the purposes of sections 76C and 76E of the Singapore Companies Act, Chapter 50, the exercise by the Directors of the Company of all the powers of the Company to purchase or otherwise acquire issued fully paid ordinary shares in the capital of the Company (Shares), not exceeding in aggregate the Maximum Percentage (as hereafter defined), at such price or prices as may be determined by the Directors from time to time up to the Maximum Price (as hereafter defined), whether by way of:
- (i) An on-market purchase of Shares (On-Market Share Buy Back), transacted on the SGX-ST through the ready market or the special trading counter on SGX-ST trading system or on any other securities exchange on which the Shares may for the time being be listed and quoted (Other Exchange), through one or more duly licensed stock brokers appointed by the Company for the purpose; and / or
  - (ii) An off-market purchase of Shares (Off-Market Equal Access Share Buy Back) (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 as they consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Companies Act,

and otherwise in accordance with all other laws and regulations and rules of the SGX-ST or, as the case may be, Other Exchanges as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the Share Buy Back Mandate);

- (b) Unless varied or revoked by Shareholders in a general meeting, the authority conferred on the Directors of the Company pursuant to the Share Buy Back 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 this Resolution and expiring on the earlier of:
- (i) The date on which the next AGM of the Company is held; or
  - (ii) The date by which the next AGM of the Company is required by law to be held;

- (c) In this Resolution:

“Average Closing Price” means the average of the last dealt prices of a Share for the five consecutive market days on which the Shares are transacted on the SGX-ST immediately preceding the date of a On-Market Share Buy Back by the Company or, as the case may be, the date of the making of the offer pursuant to the Off-Market Equal Access Share Buy Back, and deemed to be adjusted, in accordance with the Listing Manual of the SGX-ST, for any corporate action that occurs after the relevant five-market day period;

“date of the making of the offer” means the date on which the Company announces its intention to make an offer for an Off-Market Equal Access Share Buy Back, stating the purchase price (which shall not be more than five per cent (5%) above the Average Closing Price of the Shares, excluding related expenses of the purchase or acquisition) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Equal Access Share Buy Back;

“Maximum Percentage” means that the number of issued Shares representing ten per cent (10%) of the issued Shares of the Company as at the date of the passing of this Resolution; and

“Maximum Price” in relation to a Share to be purchased or acquired, means the purchase price (excluding related brokerage, commission, applicable goods and services tax, stamp duties, clearance fees and other related expenses) which shall not exceed:

**AS SPECIAL BUSINESS (CONT'D)**

**11. The Proposed Renewal of Share Buy Back Mandate (cont'd)**

- (i) In the case of an On-Market Share Buy Back of a Share, more than five per cent (5%) of the Average Closing Price (as defined above) of the Share;
- (ii) And in the case of an Off-Market Equal Access Share Buy Back of a Share, more than five per cent (5%) of the Average Closing Price of the Share; and
- (d) The Directors of the Company and / or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they and / or he may consider expedient or necessary to give effect to the transactions contemplated and / or authorised by this Resolution. **[Resolution 11]**

**12. Authority to Issue Ordinary Shares Pursuant to the Raffles Medical Group Ltd Scrip Dividend Scheme**

That authority be and is hereby given to the Directors of the Company to allot and issue from time to time such number of ordinary shares as may be required to be allotted and issued pursuant to the Raffles Medical Group Ltd Scrip Dividend Scheme. **[Resolution 12]**

**BY ORDER OF THE BOARD**

Kimmy Goh / Mary Khoo  
Company Secretaries

Singapore, 3 April 2017

**Explanatory Notes:**

On 11 May 2016, the Company completed a proposed share split of every one (1) existing share held by shareholders into three (3) shares in the capital of the Company (Share Split). For the purpose of Ordinary Resolution 2 above, the 2015 dividend has been adjusted to take into account the Share Split.

Ordinary Resolution 3 above, if passed, is to seek approval for the payment of up to \$377,000 to all Directors as Directors' Fees for the year ended 31 December 2016.

In relation to Ordinary Resolution 4 above, Dr Loo Choon Yong is the Executive Chairman of the Company. He is considered a Non-Independent Director.

In relation to Ordinary Resolution 5 above, Mr Koh Poh Tiong is considered an Independent Director and will, upon re-election, continue to serve as the Lead Independent Director and as a member of the Audit & Risk Committee as well as the Nomination & Compensation Committee.

In relation to Ordinary Resolution 6 above, Mr Kee Teck Koon is considered an Independent Director and will, upon re-election, remain as the Chairman of the Audit & Risk Committee.

In relation to Ordinary Resolution 7 above, Mr Raymond Lim Siang Keat is considered an Independent Director and will, upon re-election, continue to serve as a member of the Audit & Risk Committee.

Ordinary Resolution 9 above, if passed, will authorise the Directors of the Company from the date of the above Meeting until the date of the next AGM to allot and issue shares and convertible securities in the Company up to an amount not exceeding in total 50% of the total number of issued shares (excluding treasury shares) in the capital of the Company, for the time being for such purposes as they consider would be in the interest of the Company, provided that the aggregate number of shares to be issued other than on a pro-rata basis to existing shareholders pursuant to this Resolution shall not exceed 20% of the total number of issued shares (excluding treasury shares) in the capital of the Company, for the time being.

**Explanatory Notes (cont'd):**

Ordinary Resolution 10 above, if passed, will authorise the Directors to issue shares in the capital of the Company pursuant to the exercise of the options under the Raffles Medical Group Share Option Scheme provided that the aggregate number of shares to be issued does not exceed 15% of the total number of shares issued by the Company at any time.

Ordinary Resolution 11 above, if passed, will renew the Share Buy Back Mandate to permit the Company to purchase or otherwise acquire its issued ordinary shares on the terms and subject to the conditions of the Resolution. Further details are set out in the letter to shareholders which is enclosed with the Company's Annual Report.

Ordinary Resolution 12 above, if passed, will authorise the Directors of the Company to issue ordinary shares pursuant to the Raffles Medical Group Ltd Scrip Dividend Scheme to members who have elected to receive scrip in lieu of cash in respect of any dividend to which the said Scrip Dividend Scheme is applied.

**Notes:**

1.
  - (a) *A member, who is not a relevant intermediary, is entitled to appoint not more than two proxies to attend, speak and vote on his behalf at the meeting. Where a member appoints more than one proxy, he shall specify the proportion of his shares to be represented by each proxy in the form of proxy.*
  - (b) *A member, who is a relevant intermediary, is entitled to appoint more than two proxies to attend, speak and vote at the AGM, 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. Relevant intermediary has the meaning ascribed to it in section 181 of the Singapore Companies Act, Chapter 50 which means:
    - (i) *A banking corporation licensed under the Banking Act, Chapter 19, or its wholly-owned subsidiary which provides nominee services and holds shares in that capacity;*
    - (ii) *A capital markets services licence holder which provides custodial services for securities under the Securities and Futures Act, Chapter 289, and who holds shares in that capacity; or*
    - (iii) *The Central Provident Fund (CPF) Board established by the CPF Act, Chapter 36, in respect of shares purchased on behalf of CPF investors.**
2. *A proxy need not be a member of the Company.*
3. *The instrument appointing a proxy or proxies must be deposited at the Company's registered office at 585, North Bridge Road, Raffles Hospital, #11-00, Singapore 188770, not less than 48 hours before the time fixed for holding the Meeting.*
4. *A corporation which is a member may authorise, by resolution of its directors or other governing body, such person as it thinks fit to act as its representative at the AGM, in accordance with section 179 of the Singapore Companies Act, Chapter 50.*
5. *Personal Data Privacy: Where a member of the Company submits an instrument appointing a proxy(ies) and / or representative(s) to attend, speak and vote at the AGM and / or any adjournment thereof, the 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 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) 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.*