

TLW SUCCESS LTD.
(Company Registration No.: 202227719Z)
(Incorporated in the Republic of Singapore)
(formerly known as TLW Success Pte. Ltd.)

9 December 2022

To: The Shareholders of Singapore Medical Group Limited

Dear Sir/ Madam

COMPULSORY ACQUISITION OF SHARES IN SINGAPORE MEDICAL GROUP LIMITED (THE "COMPANY") BY TLW SUCCESS LTD. (FORMERLY KNOWN AS TLW SUCCESS PTE. LTD.) (THE "OFFEROR") PURSUANT TO SECTION 215(1) OF THE COMPANIES ACT 1967 OF SINGAPORE (THE "COMPANIES ACT") AND RIGHTS OF SHAREHOLDERS UNDER SECTION 215(3) OF THE COMPANIES ACT

1. INTRODUCTION

1.1 Offer. We refer to:

- (a) the offer document issued by Ernst & Young Corporate Finance Pte Ltd ("EYCF"), for and on behalf of TLW Success Ltd. (formerly known as TLW Success Pte. Ltd.) (the "Offeror"), dated 4 October 2022 (the "Offer Document"), in relation to the voluntary conditional general offer (the "Offer") for all the issued and paid-up ordinary shares (the "Shares") in the capital of Singapore Medical Group Limited (the "Company"), other than any Shares held in treasury and those Shares held, directly or indirectly, by the Offeror as at the date of the Offer (collectively, the "Offer Shares" and each, an "Offer Share");
- (b) the written notification, dated 9 November 2022 in respect of, *inter alia*, the revision of the Offer Consideration, that was despatched to Shareholders (the "Notification of Revision of Offer"); and
- (c) the announcement released by EYCF, for and on behalf of the Offeror, on 28 November 2022 in relation to, *inter alia*, (i) the Offer being declared unconditional in all respects; and (ii) the Offeror being entitled to exercise its rights of compulsory acquisition under Section 215(1) of the Companies Act.

All capitalised terms used and not defined in this letter (this "Letter") shall have the same meanings as defined in the Offer Document and the Notification of Revision of Offer, unless otherwise expressly stated or the context otherwise requires.

Please disregard this Letter and the enclosed Form 57 and Form 58 (each as defined below) if you (a) have already validly accepted the Offer in respect of all your Shares by completing and returning a FAA or FAT (as the case may be); (b) will validly accept the Offer in respect of all your Shares between the date of this Letter and 19 December 2022, being the final Closing Date; or (c) have sold all your Shares on the SGX-ST prior to the date of this Letter.

- 1.2 **Final Closing Date.** On 28 November 2022, EYCF announced, for and on behalf of the Offeror, that the will Offer close at 5.30 p.m. (Singapore time) on 19 December 2022. Accordingly, the Offer will not be open for acceptances beyond 5.30 p.m. (Singapore time) on 19 December 2022 and any acceptances received after the close of the Offer will be rejected.
- 1.3 **Compulsory Acquisition.** As at the date of this Letter, the Offeror has received valid acceptances pursuant to the Offer and has acquired Shares from the date of the Offer otherwise than through valid acceptances of the Offer in respect of such number of Shares, such that the Offeror owns, controls or has agreed to acquire not less than 90% of the total number of issued Shares as at the date of the Offer (other than those already held by the Offeror, its related corporations or their respective nominees as at the date of the Offer and excluding, for the avoidance of doubt, any Shares held in treasury). Accordingly, the Offeror is entitled to, and intends to exercise its right of compulsory acquisition under Section 215(1) of the Companies Act on the same terms as those offered under the Offer.
- 1.4 **Consideration.** Each Dissenting Shareholder, or each sub-account holder for an Entitled Depository Agent that is a Dissenting Shareholder, shall be entitled to elect either the Revised Final Cash Consideration or the Share Consideration (but not a combination of both) in respect of all its Shares within the timeline as prescribed under Section 215(1A) of the Companies Act (the "**CA Election Period**").
- 1.5 **Dissenting Shareholders.** According to the records maintained by The Central Depository (Pte) Limited ("**CDP**") and/or the Share Registrar, as the case may be, you have not accepted the Offer in respect of your Shares. Accordingly, we are writing to inform you that the Offeror wishes to exercise its right of compulsory acquisition to acquire all the Shares held by you at the Revised Final Cash Consideration (or, as the case may be, the Share Consideration for Dissenting Shareholders who have duly made an election for the Share Consideration before the expiry of the CA Election Period in accordance with paragraph 2.5 below) for each Share (the "**Consideration**"). We enclose, for this purpose, a Notice to Dissenting Shareholder in the form prescribed under the Companies Act ("**Form 57**").
- 1.6 **Consultation.** If you are in any doubt about any of the matters referred to in this Letter and/or the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant, tax adviser or other professional adviser immediately.

2. COMPULSORY ACQUISITION UNDER SECTION 215(1) OF THE COMPANIES ACT

- 2.1 **Compulsory Acquisition.** The Offeror will exercise its right of compulsory acquisition under Section 215(1) of the Companies Act to acquire all the Shares held by you on a date (the "**Transfer Date**") that is after 9 January 2023, being one (1) month from the date on which Form 57 is given, subject to and on the terms set out in the enclosed Form 57.
- 2.2 **Registration of Transfer.** Upon the payment of the Consideration to the Company by the Offeror, the Company will cause to be transferred to the Offeror all the Shares held by you and register the Offeror as the holder of all those Shares as soon as practicable. The Revised Final Cash Consideration in respect of all the Shares held by you will be credited by the Company into a separate bank account and held by the Company on trust for you and the Consideration shall be paid to you in accordance with the settlement procedures set out in paragraph 2.3

below.

2.3 **Settlement.** Subject to and in accordance with the provisions of Section 215(1) of the Companies Act and the terms set out in the enclosed Form 57, as soon as practicable after the Transfer Date:

- (a) if your Shares are held through a Securities Account maintained with CDP:
 - (i) where you have elected, or are deemed to have elected, the Revised Final Cash Consideration, CDP will, on behalf of the Company, make payment of the Revised Cash Consideration which will be credited directly into your designated bank account for S\$ via CDP's Direct Crediting Service ("**DCS**"), or in such other manner as you may have agreed with CDP for the payment of any cash distribution. If you have not subscribed to CDP's DCS, any monies to be paid to you shall be credited to your Cash Ledger and be subject to the same terms and conditions as Cash Distributions under the CDP Operation of Securities Account with the Depository Terms and Conditions (Cash Ledger and Cash Distribution are as defined therein); or
 - (ii) where you have duly elected to receive the Share Consideration in accordance with paragraph 2.5 below, the Offeror c/o the Share Registrar shall make payment of the Share Consideration by way of share certificate(s) for the appropriate number of New Offeror Shares issued as Consideration and sent by ordinary mail (A) (if you are a depositor) to you at your Singapore address as it appears in the records of CDP, at your own risk, or (B) (if you are an Entitled Depository Agent) to the relevant party at such party's Singapore mailing address provided to the Share Registrar, provided always that no Offeror Share Certificates will, in the case of Overseas Persons, be despatched in or into any overseas jurisdiction; and
- (b) if your Shares are held in scrip form:
 - (i) where you have elected, or are deemed to have elected, to receive the Revised Final Cash Consideration, payment will be sent to you (or your designated agent or, in the case of joint accepting Shareholders who have not designated any agent, to the one first named in the register of members of the Company) by ordinary post to your address as it appears in the register of members of the Company and at your own risk, by way of a S\$ crossed cheque drawn on a bank operating in Singapore for the appropriate amount or in such other manner as may be agreed between the Share Registrar and you; or
 - (ii) where you have duly elected to receive the Share Consideration in accordance with paragraph 2.5 below, a notification letter stating the number of New Offeror Shares issued to you and enclosing the Offeror Share Certificate in respect of the New Offeror Shares allotted and issued to you by the Offeror will be sent to you (or your designated agent or, in the case of joint accepting Shareholders who have not designated any agent, to the one first named in the register of members of the Company) by ordinary post to your Singapore address as it appears in the register of members of the Company and at your own risk,

provided always that no Offeror Share Certificates will, in the case of Overseas Persons, be despatched in or into any overseas jurisdiction.

2.4 **No Action Needed.** No action needs to be taken by you in relation to Form 57 to entitle you to payment of the Revised Final Cash Consideration for your Shares, which will be made to you in accordance with paragraphs 2.2 and 2.3 above.

2.5 **Share Consideration.** If you wish to elect to receive the Share Consideration or if an Entitled Depository Agent wishes to elect to receive the Share Consideration on behalf of any of its sub-account holders, such election must be made to the Offeror c/o the Share Registrar via email at SMG-offer@sg.tricorglobal.com before the expiry of the CA Election Period, and the email must specify:

- (i) the name and (where applicable) the CDP securities account number of the Dissenting Shareholder or the sub-account holder; and
- (ii) (in the case of each sub-account holder who wishes to elect the Share Consideration)
 - (1) the number of Shares held on behalf of such sub-account holder; and
 - (2) the full name, Unique Entity Number / NRIC, Singapore address, telephone number and email address of the relevant party to whom the New Offeror Shares will be issued to.

Any election to receive the Share Consideration shall be irrevocable, and the Offeror, EYCF and the Share Registrar shall be authorised and entitled, in their absolute discretion, to reject any elections which are not entirely in order or which are otherwise incomplete, incorrect or invalid in any respect.

For the avoidance of doubt, in the event that any Dissenting Shareholder, or a sub-account holder for an Entitled Depository Agent:

- (a) attempts to elect to receive a combination of the Revised Final Cash Consideration and the Share Consideration or attempts to elect to receive the Share Consideration in respect of part of its Shares; or
- (b) maintains an address recorded in the register maintained by CDP or the register of members of the Company (as the case may be) that is not within Singapore or (in the case of sub-account holders) does not provide the Share Registrar with an address in Singapore, as at the time of election of the Share Consideration,

such Dissenting Shareholder or such sub-account holder for each Entitled Depository Agent shall be deemed to have elected to receive the Revised Final Cash Consideration for all of its Shares.

3. RIGHTS UNDER SECTION 215(3) OF THE COMPANIES ACT

- 3.1 **Non-Assenting Shareholder.** Under Section 215(3) of the Companies Act, you have the right to require the Offeror to acquire your Shares. In connection therewith, a Notice to Non-Assenting Shareholder in the form prescribed under the Companies Act ("**Form 58**") is enclosed with this Letter. Subject to and in accordance with Section 215 of the Companies Act, you may, within three (3) months from the date of Form 58, require the Offeror to acquire your Shares and the Offeror shall be entitled and bound to acquire your Shares on the same terms as those offered under the Offer.
- 3.2 **No Action Needed.** As the Offeror would be proceeding to compulsorily acquire your Shares pursuant to Section 215(1) of the Companies Act as described in paragraph 2 above, you need not take any action in relation to Form 58. Shareholders who wish to exercise their right under Section 215(3) of the Companies Act are advised to seek their own independent legal advice.

4. DIRECTORS' RESPONSIBILITY STATEMENT

The directors of the Offeror (including those who may have delegated detailed supervision of this Letter) have taken all reasonable care to ensure that the facts stated and all opinions expressed in this Letter (other than those relating to the Company) are fair and accurate and that there are no other material facts not contained in this Letter, the omission of which would make any statement in this Letter misleading.

Where any information has been extracted or reproduced from published or otherwise publicly available sources or obtained from the Company, the sole responsibility of the directors of the Offeror has been to ensure, through reasonable enquiries, that such information is accurately extracted from such sources or, as the case may be, reflected or reproduced in this Letter.

The directors of the Offeror jointly and severally accept responsibility accordingly.

Yours faithfully,

For and on behalf of

TLW SUCCESS LTD.

(formerly known as TLW Success Pte. Ltd.)



Beng Teck Liang (Meng Deliang)

Director, TLW Success Ltd.

(formerly known as TLW Success Pte. Ltd.)

Enclosed: Form 57 and Form 58