

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

All capitalised terms used in this Notice which are not defined herein shall, unless the context otherwise requires, have the same meaning ascribed to them in the circular to Shareholders dated 22 September 2016.

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting of the Company will be held at Alumni Association, The Alumni Medical Centre, 2 College Road, Singapore 169850 on 7 October 2016 at 10.30 a.m., for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions:

**Shareholders should note that all the Resolutions are inter-conditional upon each other. Accordingly, in the event that any of these Resolutions is not approved, the other Resolutions will not be duly passed.**

**ORDINARY RESOLUTIONS**

**RESOLUTION 1 – THE PROPOSED ACQUISITION OF THE JL MEDICAL GROUP OF COMPANIES WHICH CONSTITUTES AN INTERESTED PERSON TRANSACTION UNDER THE CATALIST RULES**

That, subject to and contingent upon the passing of Resolutions 2, 3 and 4, for the purposes of Chapter 9 of the Catalist Rules Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited (the "Catalist Rules"):

- (a) approval be and is hereby given for the acquisition by the Company of all the shares in the capital of each of JL Medical (Bukit Batok) Pte. Ltd., JL Medical (Sembawang) Pte. Ltd., JL Medical (Woodlands) Pte. Ltd. and JL Medical (Yew Tee) Pte. Ltd. (collectively, the "Target Companies") from Dr Lee Yeng Fen, Dr Koo Xian Yeang and Dr Ng Chiew Fang (collectively, the "Vendors"), upon the terms and conditions of the sale and purchase agreement dated 27 May 2016 entered into by the Company and the Vendors, supplemented and amended by the supplemental agreement dated 6 September 2016 entered into by the Company and the Vendors (as from time to time amended, modified or supplemented) (the "Sale and Purchase Agreement") (the "Proposed Acquisition"); and
- (b) the directors of the Company (the "Directors") and each of them be and are hereby authorised to complete and to do all acts and things (including, without limitation, executing all such documents as may be required) as they or he may consider necessary, desirable or expedient for the purposes of or in connection with and to give effect to this resolution (including any amendment to the Sale and Purchase Agreement, execution of any other agreements or documents and procurement of third party consents).

**Note to Resolution 1:**

- (1) Pursuant to Rule 919 of the Catalist Rules, Dr Lee Hung Ming and his associates will abstain from exercising any voting rights in relation to Resolution 1.

**RESOLUTION 2 – THE PROPOSED ALLOTMENT AND ISSUE OF THE CONSIDERATION SHARES TO THE VENDORS AT THE ISSUE PRICE OF S\$0.25 FOR EACH CONSIDERATION SHARE PURSUANT TO THE PROPOSED ACQUISITION**

That, subject to and contingent upon the passing of Resolutions 1, 3 and 4 and pursuant to Section 161 of the Companies Act (Chapter 50 of Singapore):

- (a) approval be and is hereby given for the proposed allotment and issue of 27,883,750 new ordinary shares in the capital of the Company (the "Shares") at the issue price of S\$0.25 for each Share, upon the terms and conditions of the Sale and Purchase Agreement (the "Consideration Shares"); and
- (b) the Directors of the Company and each of them be and are hereby authorised to complete and to do all acts and things (including, without limitation, executing all such documents as may be required) as they or he may consider necessary or expedient for the purposes of or in connection with and to give effect to this resolution (including any execution of any agreements or documents and procurement of third party consents for the Shares).

**Note to Resolution 2:**

- (1) Pursuant to Rule 919 of the Catalist Rules, Dr Lee Hung Ming and his associates will abstain from exercising any voting rights in relation to Resolution 2.

**RESOLUTION 3 – THE PROPOSED ALLOTMENT AND ISSUE OF 25,892,258 NEW ORDINARY SHARES TO DR LEE YENG FEN (AN ASSOCIATE OF DR LEE HUNG MING, EXECUTIVE VICE CHAIRMAN AND CONTROLLING SHAREHOLDER OF THE COMPANY) AT THE ISSUE PRICE OF S\$0.25 FOR EACH ORDINARY SHARE PURSUANT TO THE PROPOSED ACQUISITION**

That, subject to and contingent upon the passing of Resolutions 1, 2 and 4 and pursuant to Section 161 of the Companies Act (Chapter 50 of Singapore) and Rule 804 of the Catalist Rules:

- (a) approval be and is hereby given for the proposed allotment and issue of 25,892,258 new Shares at the issue price of S\$0.25 for each Share to Dr Lee Yeng Fen (an associate of Dr Lee Hung Ming, the Executive Vice Chairman and Controlling Shareholder of the Company) upon the terms and conditions of the Sale and Purchase Agreement; and
- (b) the Directors of the Company and each of them be and are hereby authorised to complete and to do all acts and things (including, without limitation, executing all such documents as may be required) as they or he may consider necessary or expedient for the purposes of or in connection with and to give effect to this resolution (including any execution of any agreements or documents and procurement of third party consents for the Shares).

**Notes to Resolution 3:**

- (1) The Consideration of S\$13,941,876.00 payable to the Vendors on Completion will be satisfied by way of cash and the allotment and issue of Consideration Shares as follows:
  - (a) 50% of the Consideration in cash (S\$6,970,938.00 in aggregate); and
  - (b) 50% of the Consideration shall be satisfied by way of allotment and issue of the Consideration Shares to the Vendors (27,883,750 Consideration Shares in aggregate at the Issue Price of S\$0.25 for each Consideration Share).
- (2) Subject to Completion, 25,892,258 new Shares will be issued to Dr Lee Yeng Fen (an associate of Dr Lee Hung Ming, the Executive Vice Chairman and Controlling Shareholder of the Company) at the Issue Price of S\$0.25 for each Share.
- (3) Pursuant to Rule 804(3) of the Catalist Rules, Dr Lee Hung Ming and his associates will abstain from exercising any voting rights in relation to Resolution 3.

**RESOLUTION 4 – THE PROPOSED WHITEWASH RESOLUTION BY INDEPENDENT SHAREHOLDERS FOR THE WAIVER OF THEIR RIGHTS TO RECEIVE A MANDATORY GENERAL OFFER FROM DR LEE YENG FEN AND HER CONCERT PARTIES**

That, subject to and contingent upon the passing of Resolutions 1, 2 and 3 and the conditions in the letter from the Securities Industry Council dated 23 August 2016 being fulfilled, the Shareholders (other than Dr Lee Yeng Fen and parties acting in concert with her (including Dr Lee Hung Ming) and the parties not independent of her), do hereby, unconditionally and irrevocably waive their rights to receive a general offer from Dr Lee Yeng Fen and her concert parties (including Dr Lee Hung Ming) in accordance with Rule 14 of the Singapore Code on Take-overs and Mergers, for all the Shares not already owned by Dr Lee Yeng Fen and her concert parties (including Dr Lee Hung Ming), as a result of the allotment and issuance of the 25,892,258 new Shares to Dr Lee Yeng Fen pursuant to the Proposed Acquisition.

**Note to Resolution 4:**

- (1) Pursuant to the Whitewash Waiver, Dr Lee Yeng Fen, parties acting in concert with her and parties not independent of her (including Dr Lee Hung Ming) will abstain from exercising any voting rights in relation to Resolution 4.

**BY ORDER OF THE BOARD**

Dr Wong Jun Shyan  
Executive Director and Chief Executive Officer  
22 September 2016

**Notes:**

1. (a) A member of the Company who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote at the extraordinary general meeting (the "Meeting"). Where such member's form of proxy appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy.
- (b) A member of the Company who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the Meeting, 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 Companies Act (Chapter 50 of Singapore).

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. A proxy need not be a member of the Company.
4. The instrument appointing a proxy or proxies must be deposited at the office of the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623 at least 48 hours before the time for holding the Meeting.

**Personal data privacy:**

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Meeting and/or any adjournment thereof, a member of the Company:

- (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for the Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Meeting (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines (collectively, 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 or service providers), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes; and
- (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.