
NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 25th Annual General Meeting (AGM) of Raffles Medical Group Ltd (the Company) will be held at 100 Victoria Street, #05-01, Possibility Room, National Library Building, Singapore 188064, on Wednesday, 23 April 2014 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' Report, Audited Financial Statements for the year ended 31 December 2013 and the Auditors' Report thereon. **[Resolution 1]**
2. To declare a one-tier tax exempt final dividend of 4.0 Singapore cents per share for the year ended 31 December 2013 in accordance with the Scrip Dividend Scheme (2012: 3.5 Singapore cents per share). **[Resolution 2]**
3. To approve Directors' fees (\$253,000) for the year ended 31 December 2013 (2012: \$180,000). **[Resolution 3]**
4. To re-elect Professor Lim Pin, a Director retiring in accordance with Section 153(6) of the Singapore Companies Act, to hold office from the date of this AGM until the next AGM. **[Resolution 4]**
5. To re-elect Mr Raymond Lim Siang Keat, who is retiring in accordance with Article 92 of the Articles of Association of the Company, and who, being eligible, will offer himself for re-election. **[Resolution 5]**
6. To re-elect Mr Koh Poh Tiong, who is retiring by rotation in accordance with Article 93 of the Articles of Association of the Company, and who, being eligible, will offer himself for re-election. **[Resolution 6]**
7. To re-elect Mr Kee Teck Koon, who is retiring by rotation in accordance with Article 93 of the Articles of Association of the Company, and who, being eligible, will offer himself for re-election. **[Resolution 7]**
8. To re-elect Dr Loo Choon Yong, who is retiring by rotation in accordance with Article 93 of the Articles of Association of the Company, and who, being eligible, will offer himself for re-election. **[Resolution 8]**
9. To re-appoint KPMG LLP as Auditors of the Company and to authorise the Directors to fix their remuneration. **[Resolution 9]**
10. To transact any other business which may be properly transacted at an AGM. **[Resolution 10]**

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AS SPECIAL BUSINESS

11. 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,

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.

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AS SPECIAL BUSINESS (CONT'D)

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

- (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 Articles of Association 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 11]**

12. 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 12]**

13. 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 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 Share Buy Back (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, through one or more duly licensed stock brokers appointed by the Company for the purpose; and/or
 - (ii) off-market purchase(s) (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 Singapore 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 the Company in 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:

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AS SPECIAL BUSINESS (CONT'D)

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

- (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 the 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 rules of the SGX-ST, for any corporate action that occurs after the relevant five-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 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 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:

- (i) in the case of a market purchase of a Share, more than 5% of the Average Closing Price (as defined above) of the Shares;
 - (ii) and in the case of an off-market purchase of a Share, more than 5% of the Average Closing Price of the Shares; 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 13]**

14. 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 14]**

BY ORDER OF THE BOARD

Kimmy Goh
Company Secretary

Singapore, 8 April 2014

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Explanatory Notes:

Ordinary Resolution 2 above, if passed, will give the members the option to participate in a Scrip Dividend Scheme to receive New Shares in lieu of part or all of the cash amount of the said dividend pursuant to the terms and conditions as set out in the Scrip Dividend Scheme Statement duly approved by Shareholders at the Extraordinary General Meeting of the Company held on 30 April 2010.

Ordinary Resolution 3 above, if passed, is to seek approval for the payment of \$253,000 to all Directors as Directors' Fees for the financial year ended 31 December 2013.

In relation to Ordinary Resolution 4 above, Professor Lim Pin⁽¹⁾ is considered an Independent Director and will, upon re-election, continue to serve as a member of the Nomination & Compensation Committee.

In relation to Ordinary Resolution 5 above, Mr Raymond Lim Siang Keat⁽¹⁾ is considered an Independent Director and will, upon re-election, continue to serve as a member of the Audit Committee.

In relation to Ordinary Resolution 6 above, Mr Koh Poh Tiong⁽¹⁾ is considered an Independent Director and will, upon re-election, continue to serve as the Lead Independent Director and a member of the Audit Committee and the Nomination & Compensation Committee.

In relation to Ordinary Resolution 7 above, Mr Kee Teck Koon⁽¹⁾ will, upon re-election, remain the Chairman of the Audit Committee. He is considered an Independent Director.

In relation to Ordinary Resolution 8 above, Dr Loo Choon Yong will, upon re-election, continue to serve as a member of the Nomination & Compensation Committee. He is the Executive Chairman of the Company and is considered a Non-Independent Director.

Ordinary Resolution 11 above, if passed, will empower the Directors of the Company from the date of the above Meeting until the date of the next Annual General Meeting 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.

Ordinary Resolution 12 above, if passed, will empower 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 Company at any time.

Ordinary Resolution 13 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 14 above, if passed, will empower the Directors of the Company to issue ordinary shares pursuant to the Raffles Medical Group Ltd Scrip Dividend Scheme (Scheme) to members who have elected to receive scrip in lieu of cash in respect of any dividend to which the Scheme is applied.

Notes:

- (1) *The Directors, Professor Lim Pin, Mr Raymond Lim Siang Keat, Mr Koh Poh Tiong and Mr Kee Teck Koon are considered by the Board, taking into account the views of the Nomination & Compensation Committee, to be Independent Directors.*
- (2) *A member of the Company entitled to attend and vote at the Meeting is entitled to appoint not more than two proxies to attend and vote instead of him. 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.*