THOMSON 康盛
MEDICAL GROUP
(Company Registration No 199908381D)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 20th Annual General Meeting of Thomson Medical Group Limited will be held at by way of electronic means, on **Friday, 23 October 2020 at 2.00 p.m.** to transact the following businesses:–

ORDINARY BUSINESS

1. To receive and adopt the Directors' Statement and Audited Consolidated Financial Statements of the Company for the 18-month financial period ended 30 June 2020 together with the Auditors' Report thereon. **Resolution 1**

2. To re-elect Mr Ng Ser Miang as Director who is retiring pursuant to Article 105(2) of the Constitution of the Company. **Resolution 2**
(Refer to explanatory note (i) provided)

3. To re-elect Mr Ong Pang Liang as Director who is retiring pursuant to Article 105(2) of the Constitution of the Company. **Resolution 3**
(Refer to explanatory note (ii) provided)

4. To re-elect Dr Wong Chiang Yin as Director pursuant to Article 106 of the Constitution of the Company. **Resolution 4**
(Refer to explanatory note (iii) provided)

5. To re-elect Dr Lam Lee G as Director pursuant to Article 106 of the Constitution of the Company. **Resolution 5**
(Refer to explanatory note (iv) provided)

6. To approve the payment of Directors' fee of S$154,000 for the financial period from 1 January 2020 to 30 June 2020. **Resolution 6**
(Refer to explanatory note (v) provided)

7. To approve the payment of Directors' fee of up to S$330,000 for the financial year ending 30 June 2021 (2019: S$350,000). **Resolution 7**

8. To re-appoint Ernst & Young LLP as the auditors of the Company and to authorise the Directors to fix their remuneration. **Resolution 8**

SPECIAL BUSINESS

To consider and, if thought fit, to pass the following ordinary resolutions with or without modifications:–

9. General Authority to Issue Shares **Resolution 9**
(Refer to explanatory note (vi) provided)

That pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore (the "Companies Act") and Rule 806 of the Listing Manual of Singapore Exchange Securities Trading Limited ("**SGX-ST**") (the "**Listing Manual**"), the Directors be authorised and empowered to:

(a) (i) issue ordinary shares in the capital of the Company ("**Shares**") 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) options, 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 in pursuance of any Instrument made or granted by the Directors while this Resolution was in force and issue additional Instruments as adjustments in accordance with the terms and conditions of the Instruments made or granted by the Directors while this Resolution was in force,

provided that:

(i) the aggregate number of Shares (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) to be issued pursuant to this Resolution shall not exceed fifty per cent (50%) of the total number of issued Shares (excluding treasury shares, if any) (as calculated in accordance with sub-paragraph (ii) below), of which the aggregate number of Shares to be issued other than on pro rata basis to shareholders of the Company shall not exceed twenty per cent (20%) of the total number of issued Shares (as calculated in accordance with paragraph (ii) below);

(ii) (subject to such calculation as may be prescribed by the SGX-ST for the purpose of determining the aggregate number of the Shares that may be issued under sub-paragraph (i) above, the total number of issued Shares shall be based on the total number of issued Shares of the Company (excluding treasury shares, if any) at the time of the passing of this Resolution, after adjusting for:

(1) new Shares arising from the conversion or exercise of any convertible securities;

(2) new Shares arising from exercising share options or vesting of share awards which are outstanding or subsisting at the time of the passing of this Resolution; and

(3) any subsequent bonus issue, consolidation or subdivision of the Shares;

and, in relation to an Instrument, the number of Shares shall be taken to be that number as would have been issued had the rights therein been fully exercised or effected on the date of the making or granting of the Instrument; and

(iii) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual for the time being in force (unless such compliance has been waived by SGX-ST) and the Constitution; and

(iv) unless revoked or varied by the Company in a general meeting, such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company ("**AGM**") or the date by which the next AGM is required by law to be held, whichever is the earlier.

10. Authority to grant options and allot and issue Shares under the TMG (formerly known as Rowsley) Group Share Option Scheme 2012. **Resolution 10**
(Refer to explanatory note (vii) provided)

That the Board of Directors of the Company be and is hereby authorised to:

(a) offer and grant options in accordance with the provisions of the TMG Group Share Option Scheme 2012 (the "**Option Scheme**"); and

(b) allot and issue from time to time such number of Shares as may be required to be issued (notwithstanding that the authority conferred by this Resolution may have ceased to be in force) pursuant to the exercise of the options granted (while the authority conferred by this Resolution is in force) under the Option Scheme,

provided always that the aggregate number of Shares over which options have been granted on any date, when added to:

(i) the total number of new Shares issued and/or issuable and/or existing Shares transferred and/or transferable in respect of the options granted under the Option Scheme and

(ii) In respect of all other share-based incentives scheme of the Company, if any, then in force,

shall not exceed fifteen per cent (15%) of the issued share capital of the Company (excluding treasury shares, if any) from time to time and that such authority shall, unless revoke or varied by the Company in a general meeting, continue in force until the conclusion of the next AGM or the date by which the next AGM is required by law to be held, whichever is the earlier.

11. Authority to grant awards and issue Shares under the Share Grant Plan 2015 **Resolution 11**
(Refer to explanatory note (viii) provided)

That the Board of Directors of the Company be and is hereby authorised to:

(a) grant awards in accordance with the provisions of the Share Grant Plan 2015; and

(b) allot and issue from time to time such number of fully paid-up Shares as may be required to be delivered pursuant to the vesting of awards under the Share Grant Plan 2015,

provided that the total number of new Shares which may be issued or Shares which may be delivered pursuant to awards granted under the Share Grant Plan 2015, when added to:

(i) the total number of new Shares issued and issuable or existing Shares delivered and deliverable in respect of awards under the Share Grant Plan 2015; and

(ii) all Shares, options or awards granted under any other share scheme of the Company then in force,

shall not exceed fifteen per cent (15%) of the issued share capital of the Company (excluding treasury shares, if any) from time to time and that such authority shall, unless revoke or varied by the Company in a general meeting, continue in force until the conclusion of the next AGM or the date by which the next AGM is required by law to be held, whichever is the earlier.

BY ORDER OF THE BOARD

Foo Soon Soo (Ms)
Lim Hoi Leong (Ms)

Company Secretaries
Singapore, 1 October 2020

NOTICE OF ANNUAL GENERAL MEETING

Explanatory notes of the resolutions to be proposed at the AGM:–

(i) *Ordinary Resolution 2*
Mr Ng Ser Miang will, upon re-election as a Director, continue in office as Non-Executive Independent Director and will remain as Chairman of the Board and Chairman of the Nominating and Remuneration Committees. Detailed information on Mr Ng pursuant to Rule 720(6) of the SGX Listing Manual can be found on page 141 to 154 of the Annual Report 2020.

(ii) *Ordinary Resolution 3*
Mr Ong Pang Liang will, upon-election as Director, continue in office as Non-Executive Independent Director and will remain as Chairman of Audit and Risk Committee and member of Nominating and Remuneration Committee. Detailed information on Mr Ong pursuant to Rule 720(6) of the SGX Listing Manual can be found on page 141 to 154 of the Annual Report 2020.

(iii) *Ordinary Resolution 4*
Dr Wong Chiang Yin will, upon re-election as Director, continue to serve as an Executive Director and Group Chief Executive Officer. Detailed information on Dr Wong pursuant to Rule 720(6) of the SGX Listing Manual can be found on pages 141 to 154 of the Annual Report 2020.

(iv) *Ordinary Resolution 5*
Dr Lam Lee G will, upon re-election as Director, continue in office as Non-Executive Independent Director and will remain as member of Audit and Risk Committee. Detailed information on Dr Lam pursuant to Rule 720(6) of the SGX Listing Manual can be found on pages 141 to 154 of the Annual Report 2020.

(v) *Ordinary Resolution 6* is to seek approval for payment of Directors' fees of S$154,000 for the period from 1 January 2020 to 30 June 2020. The Company had changed its financial year end from 31 December to 30 June and the amount proposed and approved at the last Annual General Meeting was for a 12-month period ended 31 December 2019.

(vi) *Ordinary Resolution 9* is to authorise the Directors of the Company from the date of the above Meeting until the next AGM to issue shares and convertible securities in the Company up to an amount not exceeding in total fifty per cent (50%) of the total number of issued shares (excluding treasury shares, if any) in the capital of the Company calculated on the basis set out in the said Resolution. For issues of shares and convertible securities other than on a pro rata basis to all shareholders, the aggregate number of shares and convertible securities to be issued shall not exceed twenty per cent (20%) of the total number of issued shares in the capital of the Company calculated on the basis set out in the said resolution. This authority will, unless revoked or varied at a general meeting, expire at 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.

(vii) *Ordinary Resolution 10* is to empower the Board of Directors of the Company to offer and grant options and to issue Shares pursuant to the exercise of the options under the Option Scheme.

(viii) *Ordinary Resolution 11* is to empower the Board of Directors of the Company to offer and grant awards in accordance with the provisions of the Share Grant Plan 2015 and to allot and issue from time to time such number of fully paid-up Shares as may be required to be delivered pursuant to the vesting of awards under the Share Grant Plan 2015.

The Committee administering the Share Grant Plan 2015 currently does not intend, in any given year, to grant the award under the Share Grant Plan 2015 and the options under the Option Scheme which would comprise more than 1.5% of the total number of issued Shares (excluding treasury shares, if any) from time to time. However, if less than 1.5% of the total number of issued Shares (excluding treasury shares, if any) is granted as the awards under the Share Grant Plan 2015 and the options under the Option Scheme in any given year, the balance may be used by the Company to make grants of the awards or the options in subsequent years.

NOTES:

1. The Annual General Meeting ("**AGM**" or "**Meeting**") will be held, by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. Shareholders will not be able to attend the AGM in person. Shareholders will also not be able to vote online on the resolutions to be tabled for approval at the AGM. The Company has made arrangements to conduct the AGM as set out below.

2. **Alternative arrangements for participation at the AGM**

Alternative arrangements have been made by the Company to allow shareholders to participate at the AGM by:

(a) observing and/or listening to the AGM proceedings via live audio-visual webcast or live audio-only stream;
(b) submitting questions in advance, in relation to any resolution set out in the Notice of AGM, if any; and/or
(c) appointing the Chairman of the Meeting as proxy to vote on their behalf at the AGM.

Details of the steps and deadlines for pre-registration, submission of questions in advance and voting at the AGM by shareholders, including CPF and SRS investors, are set out below.

3(a). **Voting solely via appointing Chairman as Proxy (submit a Proxy Form)**

Shareholders will only be able to vote at the AGM by appointing the Chairman of the AGM as proxy to vote on their behalf. Duly completed Proxy Forms must be deposited with the Company (i) via post, to be deposited at the office of the Company's Share Registrar at 112 Robinson Road #05-01 Singapore 068902 or (ii) via email to gpb@mncsingapore.com (by enclosing a clear scanned completed and signed Proxy Form) and must be received by the Company by Tuesday, 20 October 2020, 2.00 p.m. Singapore time (being 72 hours before the time appointed for the holding of the AGM). Proxy Forms can be downloaded from SGXNET, the Company's website or the pre-registration website. In the Proxy Form, a Shareholder should specifically direct the proxy on how he is to vote for or vote against (or abstain from voting on) the resolutions to be tabled at the AGM. If no specific direction as to voting on a given resolution is given, the appointment of the Chairman of the AGM as proxy for that resolution shall be treated as invalid. In view of the COVID-19 situation, we strongly encourage Shareholders to submit the completed and signed Proxy Form via email.

3(b). **Voting by Investors holding shares through relevant intermediaries (including CPF/SRS Investors)**

Investors (including CPF/SRS Investors) who wish to vote should not make use of the Proxy Form and should instead approach their respective relevant intermediary as soon as possible to specify voting instructions. CPF/SRS Investors who wish to vote should approach their respective CPF Agent Bank/SRS Operator by Tuesday, 13 October 2020, 5.00 p.m. Singapore time.

The accompanying Proxy Form for the AGM will be published on the Company's website at https://www.thomsonmedical.com/event_calendar/annual-general-meeting-2020/ and on the SGX website at https://www.sgx.com/securities/company-announcements.

4. **Submission of Questions**

Shareholders and Investors will not be able to ask questions "live" via the audio-visual webcast or audio-only stream. All Shareholders and Investors can submit questions relating to the business of the AGM up until Tuesday, 20 October 2020, 2.00 p.m. Singapore time (being 72 hours before the time appointed for the holding of the AGM) either (i) only for Shareholders and CPF/SRS Investors who pre-register to follow the proceedings of the AGM through the live audio-visual webcast or live audio-only stream, via the pre-registration website at https://agm.conveneagm.com/tmg-agm2020, (ii) via post, to be deposited at the office of M & C Services Private Limited (the "**Share Registrar**") at 112 Robinson Road #05-01 Singapore 068902 or (iii) via email to agm@thomsonmedical.com. When sending your questions by email or post, please also provide the Company with: (i) your full name; (ii) your address; and (iii) the manner in which you hold shares in the Company (e.g. via CDP, CPF or SRS). The Company will endeavour to respond to substantial and relevant questions either prior to the AGM (via an announcement on SGXNET and the Company's website) or during the AGM.

5. **Minutes of AGM**

The minutes of the AGM will be posted on the SGXNet and the Company's website. The minutes will include the Company's responses to the questions from Shareholders/Investors which are addressed during the AGM.

6. **Key dates and deadlines**

The key dates and deadlines which Shareholders and CPF and SRS Investors should take note of are summarised in the table below:

Key dates/times	Actions
1 October 2020 (Thursday) 10.00 a.m.	Shareholders may begin to pre-register at https://agm.conveneagm.com/tmg-agm2020 for the live audio-visual webcast or live audio-only stream of the AGM proceedings
13 October 2020 (Tuesday) 5.00 p.m.	Deadline for CPF and SRS investors who wish to appoint the Chairman of the Meeting as proxy to approach their respective CPF Agent Banks or SRS Operators to submit their votes.
20 October 2020 (Tuesday) 2.00 p.m.	Deadline for shareholders to: • Pre-register for live audio-visual webcast/live audio-only stream of the AGM proceedings; • Submit questions in advance; and • Submit Proxy Forms
By 22 October 2020 (Thursday) 2.00 p.m.	Authenticated shareholders who pre-registered for the live audio-visual webcast and live audio-only stream of the AGM proceedings will receive an email which contain instructions on how to access the live audio-visual webcast and live audio-only stream of the 2020 AGM proceedings (the "**Confirmation Email**"). Shareholders who do not receive the Confirmation Email by 2.00 p.m. on 22 October 2020, but have registered by the 20 October 2020 2.00 p.m. deadline and have not been informed of an unsuccessful registration, should contact the Company's Share Registrar, M & C Services Private Limited, at Tel. No.: +65 6228 0530.
Date and time of AGM 23 October 2020 (Friday) 2.00 p.m.	Shareholders to: (a) click on the link in the Confirmation Email and follow the instructions to access the live audio-visual webcast of the AGM proceedings; or (b) click on the link in the Confirmation Email and follow the instructions to access the live audio-only stream of the AGM proceedings.

PERSONAL DATA PRIVACY:

By submitting an instrument appointing the Chairman of the Meeting to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company 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 the appointment of the Chairman of the Meeting as proxy 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 or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines.