# ASIAMEDIC LIMITED

(Company Registration No: 197401556E)
(Incorporated in the Republic of Singapore)

ASIAMEDIC LIMITED

## NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of AsiaMedic Limited (the "**Company**") will be held at 9 Kent Ridge Drive, Singapore 119241, Cluny and Dalvey Rooms, Level 4, Kent Ridge Guild House, on Saturday, 26 April 2014 at 9.00 a.m. to transact the following businesses:

**ORDINARY BUSINESS**

1. To receive and adopt the audited financial statements for the financial year ended 31 December 2013 and the Directors' and Auditors' Reports thereon. **(Resolution 1)**
2. To re-elect Mr Arthur Ng Boon Chye, a Director retiring pursuant to Article 93 of the Company's Articles of Association. **(Resolution 2)**

   *Mr Arthur Ng Boon Chye will upon re-election as Director of the Company, remain as a member of Audit and Risk Management Committee and will be considered independent for the purposes of Rule 704(7) of the Listing Manual (Section B: Rules of Catalist) (the "**Catalist Rules**") of the Singapore Exchange Securities Trading Limited. He will also remain as the Chairman of Nominating Committee and a member of Remuneration Committee.*
3. To re-elect Mr Goh Kian Chee, a Director retiring pursuant to Article 93 of the Company's Articles of Association. **(Resolution 3)**

   *Mr Goh Kian Chee will upon re-election as Director of the Company, remain as the Chairman of Audit and Risk Management Committee and will be considered independent for the purposes of Rule 704(7) of the Catalist Rules. He will also remain as the Chairman of Remuneration Committee and a member of Nominating Committee.*
4. To approve the Directors' fees of S$140,505 for the financial year ended 31 December 2013 (2012: S$139,333). **(Resolution 4)**
5. To re-appoint Ernst & Young LLP as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 5)**

**SPECIAL BUSINESS**

**AS ORDINARY RESOLUTIONS**

To consider and if thought fit, pass the following Resolutions, with or without modifications:

6. Renewal of Share Issue Mandate

   "That pursuant to Section 161 of the Companies Act, and the Listing Manual under Section B: Rules of Catalist (the "Rules of Catalist") of the Singapore Exchange Securities Trading Limited (the "**SGX-ST**"), approval be and is hereby given to the Directors of the Company, to:

   (a) (i) issue ordinary shares in the capital of the Company (the "**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) 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 in their absolute discretion deem fit;

   (b) issue Shares in pursuance of any Instruments made or granted by the Directors while the authority was in force (notwithstanding the authority conferred by this Resolution may have ceased to be in force) provided always that:

   (i) 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 100% of the total number of issued Shares, excluding treasury shares, of which the aggregate number of Shares and convertible securities to be issued other than on a pro rata basis to existing shareholders of the Company does not exceed 50% of the total number of issued Shares excluding treasury shares, and for the purpose of this Resolution, the total number of issued Shares excluding treasury shares shall be the Company's total number of issued Shares excluding treasury shares at the time this Resolution is passed, after adjusting for:

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

   (b) new Shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time this Resolution is passed provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Rules of Catalist; and

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

   (ii) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Rules of Catalist for the time being in force (unless such compliance has been waived by the SGX-ST, the Monetary Authority of Singapore or the Sponsor of the Company) and the Articles of Association for the time being of the Company; and

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

   (c) the Directors be and are hereby authorised to do any and all acts which they deem necessary and expedient in connection with paragraphs (a) and (b) above."

   ***[See Explanatory Note 1]*** **(Resolution 6)**

7. Renewal of the Share Purchase Mandate

   "That the Directors of the Company be and are hereby authorised to make purchases of issued and fully-paid ordinary shares in the capital of the Company (the "**Shares**") from time to time (whether by way of market purchases or off-market purchases on an equal access scheme) of up to ten per cent. (10%) of the issued ordinary Shares in the capital of the Company as at the date of passing of this Resolution at the price of up to but not exceeding the Maximum Price, in accordance with the "Guidelines on Share Purchases" set out in the Annexure to the Appendix of this Annual Report and this mandate shall, unless revoked or varied by the Company in general meeting, continue in force until the date that the next annual general meeting of the Company is held or is required by law to be held, whichever is the earlier.

   In this Ordinary Resolution, "**Maximum Price**" means the maximum price at which the Shares can be purchased pursuant to the Share Purchase Mandate, which shall not exceed the sum constituting five per cent. (5%) above the average closing price of the Shares over the period of five (5) Market Days ("**Market Day**" being a day on which the SGX-ST is open for securities trading) in which transactions in the Shares on the SGX-ST were recorded, in the case of a market purchase, before the day on which such purchase is made, and in the case of an off-market purchase on an equal access scheme, immediately preceding the date of offer by the Company, as the case may be, and adjusted for any corporate action that occurs after the relevant five (5) day period."

   ***[See Explanatory Note 2]*** **(Resolution 7)**

8. Authority to Allot and Issue Shares under the AsiaMedic Share Award Scheme

   "That the Directors of the Company be and are hereby authorised to offer and grant awards ("**Awards**") in accordance with the provisions of the AsiaMedic Share Award Scheme (the "**Scheme**") and to allot and issue from time to time such number of fully-paid shares as may be required to be issued pursuant to the vesting of the Awards under the Scheme provided always that the aggregate number of shares which may be issued or transferred pursuant to Awards granted under the Scheme, when added to (i) the number of shares issued and issuable and/or transferred and transferable in respect of all Awards granted thereunder; and (ii) all shares issued and issuable and/or transferred and transferable in respect of all options granted or awards granted under any other share incentive schemes or share plans adopted by the Company and for the time being in force shall not exceed twenty five per cent. (25%) of the issued share capital (excluding treasury shares) of the Company on the day preceding the relevant date of Award, and provided also that subject to such adjustments as may be made to the Scheme as a result of any variation in the capital structure of the Company."

   ***[See Explanatory Note 3]*** **(Resolution 8)**

**ANY OTHER BUSINESS**

9. To transact any other business which may be properly be transacted at an Annual General Meeting.

Dated this 9 April 2014

**BY ORDER OF THE BOARD**

Foo Soon Soo
Company Secretary

**Notes:**

1. A member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy and vote on his stead.
2. Such proxy need not be a member of the Company.
3. If the appointer is a corporation, the proxy must be executed under seal or the hand of its duly authorised officer or attorney.
4. The instrument appointing a proxy must be deposited at the registered office of the Company at 350 Orchard Road, #08-00 Shaw House, Singapore 238868 not later than 48 hours before the time appointed for the Meeting.

**Explanatory Notes:**

1. Resolution 6, if passed, will empower the Directors of the Company from the date of the above Meeting until the next annual general meeting to issue Shares and convertible securities in the Company up to an amount not exceeding in aggregate 100% of the total number of issued Shares excluding treasury shares of the Company, of which the total number of Shares and convertible securities issued other than on a pro rata basis to existing shareholders shall not exceed 50% of the total number of issued Shares excluding treasury shares of the Company at the time the Resolution is passed, for such purposes as they consider would be in the interests of the Company. The Rules of Catalist currently provide that the total number of issued Shares excluding treasury shares of the Company for this purpose shall be the total number of issued Shares excluding treasury shares at the time this Resolution is passed (after adjusting for new Shares arising from the conversion of convertible securities or share options on issue at the time this Resolution is passed and any subsequent bonus issue, consolidation or subdivision of the Company's Shares). This authority will, unless revoked or varied at a general meeting, expire at the next annual general meeting of the Company.
2. Resolution 7, if passed, will empower the Directors, from the date of the above meeting until the next annual general meeting, to repurchase Shares by way of market purchases or off-market purchases of up to ten per cent. (10%) of the issued ordinary share capital of the Company at such price up to the Maximum Price. Information relating to this proposed Resolution is set out in the Appendix attached to the Annual Report.
3. Resolution 8, if passed, will empower the Directors to offer and grant Awards in accordance with the AsiaMedic Share Award Scheme and to issue shares in the capital of the Company pursuant to the granting of Awards under the Scheme.

This notice has been prepared by the Company and reviewed by the Company's sponsor, Asiasons WFG Capital Pte Ltd (the "**Sponsor**"), for compliance with the Listing Manual (Section B: Rules of Catalist) of the Singapore Exchange Securities Trading Limited (the "**SGX-ST**"). The Sponsor has not independently verified the contents of this notice including the accuracy or completeness of any of the information disclosed or the correctness of any of the statements made, opinions expressed or reports contained in this notice. This notice has not been examined or approved by the SGX-ST. The SGX-ST and the Sponsor assume no responsibility for the contents of this notice including the correctness of any of the statements made, opinions expressed or reports contained in this notice.

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