

CIRCULAR DATED 4 JANUARY 2017

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. PLEASE READ IT CAREFULLY.

IF YOU ARE IN ANY DOUBT ABOUT ITS CONTENTS OR THE ACTION YOU SHOULD TAKE, YOU SHOULD CONSULT YOUR LEGAL, FINANCIAL, TAX OR OTHER INDEPENDENT PROFESSIONAL ADVISERS IMMEDIATELY.

If you have sold or transferred all your ordinary shares (the “**Shares**”) in the capital of China Medical (International) Group Limited (the “**Company**”) held through the Central Depository (Pte) Limited (“**CDP**”), you need not forward this Circular to the purchaser or transferee as CDP will arrange for a separate Circular to be sent to the purchaser or transferee. If you have sold or transferred all your ordinary shares which are not deposited with CDP, you should immediately forward this Circular, the Notice of the Extraordinary General Meeting and the attached proxy form to the purchaser or transferee, or to the bank, stockbroker or other agent through whom the sale or transfer of shares was effected for onward transmission to the purchaser or the transferee.

This Circular has been prepared by the Company and its contents have been reviewed by the Company’s sponsor, PrimePartners Corporate Finance Pte. Ltd. (the “**Sponsor**”), for compliance with the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) Listing Manual Section B: Rules of Catalist (the “**Catalist Rules**”). The Sponsor has not verified the contents of this Circular.

This Circular has not been examined or approved by the SGX-ST. The Sponsor and the SGX-ST assume no responsibility for the contents of this Circular, including the accuracy, completeness or correctness of any of the information, statements or opinions made or reports contained in this Circular.

The contact person for the Sponsor is Mr Lance Tan, Director, Continuing Sponsorship, at 16 Collyer Quay, #10-00 Income at Raffles, Singapore 049318, telephone (65) 6229 8088.



**CHINA MEDICAL (INTERNATIONAL)
GROUP LIMITED**

中国医疗(国际)集团有限公司

CHINA MEDICAL (INTERNATIONAL) GROUP LIMITED

(Company Registration Number 200505118M)
(Incorporated in the Republic of Singapore on 18 April 2005)

**CIRCULAR TO SHAREHOLDERS IN RELATION TO
THE PROPOSED NEW SHARE ISSUE MANDATE IN ACCORDANCE WITH RULE 806(2)(B) OF THE
CATALIST RULES (THE “PROPOSED NEW SHARE ISSUE MANDATE”).**

IMPORTANT DATES AND TIMES:

Latest Date and Time for Lodgement of Proxy Form	:	24 January 2017 at 10.00 a.m.
Date and Time of Extraordinary General Meeting	:	26 January 2017 at 10.00 a.m.
Place of Extraordinary General Meeting	:	Raffles Marina, Chart Room (Level 2) 10 Tuas West Drive Singapore 638404

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DEFINITIONS

In this Circular, the following definitions apply throughout unless otherwise stated:

Companies, Organisations and Agencies

CDP	: The Central Depository (Pte) Limited
Company	: China Medical (International) Group Limited
Group	: The Company and its subsidiaries, collectively
SGX-ST	: Singapore Exchange Securities Trading Limited
Sponsor	: PrimePartners Corporate Finance Pte. Ltd.

General

2016 AGM	: The annual general meeting of the Company held on 20 April 2016
2016 AGM Share Issue Mandate	: The share issue mandate granted by Shareholders at the annual general meeting of the Company held on 20 April 2016 pursuant to Section 161 of the Act and Rule 806(2)(a) of the Catalist Rules
4Q2016 Placements	: The placement exercises undertaken by the Company and which were completed as set out in the Company's announcements released on 2 December 2016
Act or Companies Act	: The Companies Act, Chapter 50 of Singapore, as may be amended, modified or supplemented from time to time
Board	: The Board of Directors of the Company as at the Latest Practicable Date
Catalist	: The sponsor-supervised listing platform of the SGX-ST
Catalist Rules	: The SGX-ST Listing Manual Section B: Rules of Catalist, as amended or modified from time to time
Constitution	: The constitution of the Company
Circular	: This circular dated 4 January 2017 issued by the Company to the Shareholders
Director(s)	: The director(s) of the Company as at the Latest Practicable Date
EGM	: The extraordinary general meeting of the Company, notice of which is set out on pages 10 to 11 of this Circular
Existing Share Capital	: The issued share capital of the Company of 2,999,133,315 Shares as at the Latest Practicable Date
FY	: Financial year ended or ending 31 December
Latest Practicable Date or LPD	: 30 December 2016 being the latest practicable date prior to the printing of this Circular
Market Day	: A day on which the SGX-ST is open for trading in securities

DEFINITIONS

- Proposed New Share Issue Mandate** : The proposed new general share issuance mandate pursuant to Section 161 of the Act and Rule 806(2)(b) of the Catalist Rules, pursuant to which the Directors shall be authorised to, *inter alia*, issue new Shares and convertible securities, the aggregate number of which, whether on a pro rata or non pro rata basis, shall not exceed one hundred per cent. (100%) of the total number of issued Shares (excluding treasury shares) as at the date of the 2016 AGM
- SFA** : The Securities and Futures Act (Chapter 289) of Singapore, as may be amended, modified or supplemented from time to time
- Special Resolution** : The special resolution tabled at the EGM for the Proposed New Share Issue Mandate
- Shares** : Ordinary shares in the share capital of the Company
- Shareholders** : Registered holders of Shares except that where the registered holder is CDP, the term “**Shareholders**” in relation to Shares held by CDP shall mean the persons named as Depositors in the Depository Register maintained by CDP and whose securities accounts are credited with those Shares
- Substantial Shareholder** : A Shareholder who holds directly or indirectly 5% or more of the total issued and voting share capital of the Company

Currencies and Units

- “**S\$**” and “**Singapore cents**” : Singapore dollars and cents respectively, the lawful currency of the Republic of Singapore
- “**%**” or “**per cent.**” : Per centum or percentage

The terms “**Depositor**”, “**Depository Agent**” and “**Depository Register**” shall have the meanings ascribed to them respectively in Section 81SF of the SFA.

The term “**Subsidiary**” shall have the same meaning ascribed to it in Sections 5 of the Companies Act.

Words importing the singular shall, where applicable, include the plural and *vice versa*. Words importing the masculine gender shall, where applicable, include the feminine and neuter genders and *vice versa*. References to persons shall, where applicable, include corporations.

Any reference in this Circular to any statute or enactment is a reference to that statute or enactment as for the time being amended or re-enacted. Any word or term defined under the Act, the SFA, the Catalist Rules or any statutory modification thereof and used in this Circular shall, where applicable, have the same meaning assigned to it under the Act, the SFA, the Catalist Rules or any statutory modification thereof, as the case may be, unless otherwise provided.

The headings in this Circular are inserted for convenience only and shall be ignored in construing this Circular.

Any reference to a time of day and to dates in this Circular shall be a reference to Singapore time and dates, unless otherwise stated.

Any discrepancies in figures included in this Circular between the amounts listed and their actual values are due to rounding. Accordingly, figures may have been adjusted to ensure that totals or sub-totals shown, as the case may be, reflect an arithmetic aggregation of the figures that precede them.

Any reference in this Circular to Shares being allotted to a person includes allotment to CDP for the account of that person.

CAUTIONARY NOTE ON FORWARD-LOOKING STATEMENTS

All statements other than statements of historical facts included in this Circular are or may be forward-looking statements. Forward-looking statements include but are not limited to those using words such as “seek”, “expect”, “anticipate”, “estimate”, “believe”, “intend”, “project”, “plan”, “strategy”, “forecast” and similar expressions or future or conditional verbs such as “will”, “if”, “would”, “should”, “could”, “may” and “might”. However, these words are not the exclusive means of identifying forward-looking statements. These statements reflect the Company’s current expectations, beliefs, hopes, intentions or strategies regarding the future and assumptions in light of currently available information. Such forward-looking statements are not guarantees of future performance or events and involve known and unknown risks and uncertainties. Accordingly, actual results may differ materially from those described in such forward-looking statements. Shareholders should not place undue reliance on such forward-looking statements, and the Company assumes no obligation to update publicly or revise any forward-looking statement.

LETTER TO SHAREHOLDERS

CHINA MEDICAL (INTERNATIONAL) GROUP LIMITED

(Company Registration Number 200505118M)
(Incorporated in the Republic of Singapore)

Directors

Tai Kok Chuan (Executive Chairman)
Hano Maeloa (Non-Executive Director)
Wong Fook Choy Sunny (Lead Independent Director)
Yeo Chin Tuan Daniel (Independent Director)

Registered Office

360 Orchard Road
#04 – 08 International Building
Singapore 238869

4 January 2017

To: The Shareholders of China Medical (International) Group Limited

Dear Sir/Madam

1. INTRODUCTION

The Directors are convening an EGM to be held on 26 January 2017 to seek Shareholders' approval in relation to the Proposed New Share Issue Mandate.

The purpose of this Circular is to provide Shareholders with information relating to, and to seek Shareholders' approval for the abovementioned Proposed New Share Issue Mandate to be tabled at the EGM, the notice of which is set out on pages 10 to 11 of this Circular.

The SGX-ST and the Sponsor take no responsibility for the contents of this Circular, including the accuracy, completeness or correctness of any of the information, statements or opinions made or reports contained in this Circular.

2. DETAILS OF THE PROPOSED NEW SHARE ISSUE MANDATE

2.1 The Proposed New Share Issue Mandate

The Company will be seeking Shareholders' approval at the EGM pursuant to Section 161 of the Act and Rule 806(2)(b) of the Catalist Rules for the Proposed New Share Issue Mandate to be given to the Directors to issue new Shares and convertible securities of the Company of up to 100% of the Company's issued share capital as at the date of the 2016 AGM (excluding treasury shares) with an aggregate sub-limit of 100% of the Company's issued share capital as at the date of the 2016 AGM (excluding treasury shares) for any issue of new Shares and convertible securities of the Company, not made on a *pro rata* basis to Shareholders.

The Proposed New Share Issue Mandate, if approved by Shareholders at the EGM, will be an addition and will supplement the 2016 AGM Share Issue Mandate, and shall take force and effect from the date of the EGM. For the avoidance of doubt, in the event that Shareholders do not approve the Proposed New Share Issue Mandate at the EGM, the 2016 AGM Share Issue Mandate shall continue to remain in force until the 2016 AGM Share Issue Mandate is fully utilised or until the conclusion of the next annual general meeting of the Company, or the date by which the next annual general meeting of the Company is required by the law to be held, whichever is the earlier.

The Directors wish to highlight that in the case where the issue of new Shares under the Proposed New Share Issue Mandate leads to an obligation by any single party or concert party group to make a general offer for all Shares in the Company which he/she does not already own or control, the provisions of the Singapore Code on Take-overs and Mergers and the SFA shall apply.

LETTER TO SHAREHOLDERS

2.2 Rationale of the Proposed New Share Issue Mandate

The amount of shares that could be issued that is not made on a *pro rata* basis based on the 2016 AGM Share Issue Mandate is 1,474,566,657. Taking into account the shares and warrants to be issued by the Company for the 4Q2016 Placements which comprise of (i) 50,000,000 ordinary shares to one (1) individual subscriber and (ii) 600,000,000 non-listed, non-transferable warrants to two (2) individual subscribers, the total balance of shares that could be issued that is not made on a *pro rata* basis to Shareholders pursuant to the 2016 AGM Share Issue Mandate is 824,566,657 as at the Latest Practicable Date.

If the Proposed New Share Issue Mandate is approved, (i) the amount of shares that could be issued that is not made on a *pro rata* basis in addition to the 2016 AGM Share Issue Mandate will be 1,474,566,658 based on the share capital of the Company as at the date of the 2016 AGM and (ii) the total number of shares that could be issued after taking into account the balance of shares pursuant to the 2016 AGM Share Issue Mandate, is 2,299,133,315.

The Directors are of the opinion that the Proposed New Share Issue Mandate will enable the Company to respond faster to business opportunities and to have greater flexibility and scope in negotiating with third parties in potential fund raising exercises or other arrangements or transactions involving the capital of the Company. In addition, when necessary, it also facilitates the development of the existing core business of the Group by providing additional working capital and/or reducing the Group's bank borrowings.

The Company may contemplate additional fund raising exercises via the placement of shares as and when the opportunity arises. In accordance with Rule 811 of the Catalist Rules, the Company will issue shares at a discount of not more than ten per cent. (10%) to the weighted average price for trades done on the SGX-ST for the full Market Day on which the placement or subscription agreement is signed. If trading in the Company's Shares is not available for a full Market Day, the weighted average price will be based on the trades done on the preceding Market Day up to the time the placement or subscription agreement is signed. The Company will make the appropriate announcements on SGXNET when necessary.

The Company will also not issue shares pursuant to the Proposed New Share Issue Mandate to any person who is a director or a substantial shareholder of the Company, or any other person falling within the categories set out in Rule 812(1) of the Catalist Rules, save for exceptions under Rule 812(3) of the Catalist Rules. In addition, the Company will not issue shares pursuant to the Proposed New Share Issue Mandate without the prior approval of Shareholders in a general meeting if such issuance would bring about a transfer of controlling interest.

2.3 Validity Period of the Proposed New Share Issue Mandate

The Proposed New Share Issue Mandate will be tabled for Shareholders' approval as a special resolution at the EGM. Subject to Shareholders' approval being granted, the Proposed New Share Issue Mandate will take effect from the passing of said resolution and unless revoked or varied by the Company in general meeting, shall continue in force until the earlier of the following:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the date by which the Proposed New Share Issue Mandate is carried out to the full extent mandated; or
- (iii) the date by which the next annual general meeting of the Company is required to be held pursuant to the Constitution of the Company or any applicable laws of Singapore.

LETTER TO SHAREHOLDERS

3. INTEREST OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

The interests of the Directors and substantial shareholders in the Company based on the Register of Directors' Shareholdings and the Register of substantial shareholders as at the Latest Practicable Date are as follows:

	Direct Interest		Deemed Interest		Aggregate Interest	
	No. of Shares	% ¹	No. of Shares	%	No. of Shares	% ¹
Directors						
Tai Kok Chuan ²	110,000,000	3.67	20,000,000	0.67	130,000,000	4.33
Wong Fook Choy Sunny ³	600,000	0.02	–	–	600,000	0.02
Hano Maeloa ⁴	–	–	200,000,000	6.67	200,000,000	6.67
Yeo Chin Tuan Daniel ⁵	–	–	–	–	–	–
Substantial Shareholders (other than directors)						
Dato Dr. Choo Yeow Ming	275,000,000	9.17	–	–	275,000,000	9.17
Qiang Lin Mei	275,000,000	9.17	–	–	275,000,000	9.17
Kiow Kim Yoon	200,000,000	6.67	–	–	200,000,000	6.67
Mdm Oei Siu Hoa @Sukmawati Widjaja	200,000,000	6.67	–	–	200,000,000	6.67

Notes:

- (1) Based on 2,999,133,315 Shares as at the Latest Practicable Date;
- (2) Mr Tai Kok Chuan has 30,000,000 options issued under the Company's Employee Share Option Scheme;
- (3) Mr Wong Fook Choy Sunny has 600,000 warrants and 20,750,000 options issued under the Company's Employee Share Option Scheme;
- (4) Mr Hano Maeloa has 30,000,000 options issued under the Company's Employee Share Option Scheme and is deemed interested in the shares held by his mother Mdm Oei Siu Hoa @ Sukmawati Widjaja; and
- (5) Mr Daniel Yeo Chin Tuan has 20,000,000 options issued under the Company's Employee Share Option Scheme.

4. DIRECTORS' RECOMMENDATIONS

The Directors having considered, *inter alia*, the rationale for the Proposed New Share Issue Mandate, are of the opinion that the Proposed New Share Issue Mandate is in the best interests of the Company and its Shareholders. Accordingly, the Directors recommend that the Shareholders vote in favour of the Special Resolution in relation to the Proposed New Share Issue Mandate.

5. EXTRAORDINARY GENERAL MEETING

The EGM, notice of which is set out on pages 10 to 11 of this Circular, will be held at Raffles Marina, Chart Room (Level 2), 10 Tuas West Drive Singapore 638404 on 26 January 2017 at 10.00 a.m. for the purpose of considering and if, thought fit, passing, with or without modifications, the Special Resolution set out in the notice of EGM.

LETTER TO SHAREHOLDERS

6. ACTIONS TO BE TAKEN BY SHAREHOLDERS

Shareholders who are unable to attend the EGM and who wish to appoint a proxy or proxies to attend, speak and vote at the EGM on their behalf will find a proxy form attached to this Circular which they should complete, sign and return in accordance with the instructions printed thereon as soon as possible and in any event, so as to arrive at the registered office of the Company at 360 Orchard Road #04 – 08 International Building Singapore 238869, not less than 48 hours before the time fixed for the EGM. The completion and lodgement of a proxy form by a Shareholder does not preclude him/her from attending and voting in person at the EGM if he/she so wishes, although the appointment of the proxy shall be deemed to be revoked by such attendance.

A Depositor shall not be regarded as a member of the Company entitled to attend the EGM and to speak and vote thereat unless his/her name appears in the Depository Register maintained by CDP at least 72 hours before the EGM.

7. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Circular and confirm after making all reasonable enquires that, to the best of their knowledge and belief, this Circular constitutes full and true disclosure of all material facts about the Proposed New Share Issue Mandate, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this Circular misleading.

Where information in this Circular has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this Circular in its proper form and context.

8. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the registered office of the Company at 360 Orchard Road #04-08 International Building, Singapore 238869, during normal business hours from the date of this Circular up to and including the date of the EGM:

- (a) the Constitution of the Company; and
- (b) the annual report of the Company for FY2015.

Yours faithfully

For and on behalf of
**The Board of Directors of
CHINA MEDICAL (INTERNATIONAL) GROUP LIMITED**

Tai Kok Chuan
Executive Chairman

4 JANUARY 2017

NOTICE OF EXTRAORDINARY GENERAL MEETING

CHINA MEDICAL (INTERNATIONAL) GROUP LIMITED

(Company Registration Number 200505118M)

(Incorporated in the Republic of Singapore)

All capitalised terms used in this notice of EGM which are not defined herein shall have the same meanings ascribed to them in the circular dated 4 January 2017 to the shareholders of the Company (the "**Circular**").

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting ("**EGM**") of **China Medical (International) Group Limited** (the "**Company**") will be held at Raffles Marina, Chart Room (Level 2), 10 Tuas West Drive Singapore 638404 on 26 January 2017 at 10.00 a.m. for the purpose of considering and, if thought fit, passing with or without modifications, the following special resolution:

SPECIAL RESOLUTION

PROPOSED NEW SHARE ISSUE MANDATE

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

- (a) (i) issue shares in 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 of the Company may in their absolute discretion deem fit; and
- (b) (notwithstanding the authority conferred by this Special Resolution may have ceased to be in force) issue Shares in pursuance of any Instruments made or granted by the Directors of the Company while this Special Resolution was in force,

provided that:

- (1) the aggregate number of Shares (including shares to be issued in pursuance of the Instruments, made or granted pursuant to this Special Resolution) and Instruments to be issued pursuant to this Special Resolution, whether on a pro rata or non pro rata basis, shall not exceed 100% 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 Catalyst Rules) for the purpose of determining the aggregate number of Shares that may be issued under subparagraph (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 of the 2016 AGM, after adjusting for:
 - (i) new Shares arising from the conversion or exercise of the Instruments or any convertible securities;
 - (ii) new Shares arising from exercising share options or vesting of share awards outstanding and subsisting at the time of the 2016 AGM; and
 - (iii) any subsequent bonus issue, consolidation or subdivision of Shares.
- (3) in exercising the authority conferred by this Special Resolution, the Company shall comply with the provisions of the Catalyst Rules for the time being in force (unless such compliance has been waived by SGX-ST) and the Constitution of the Company; and

NOTICE OF EXTRAORDINARY GENERAL MEETING

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

Note: For the avoidance of doubt, the Proposed New Share Issue Mandate, if approved by Shareholders, will be an addition to and will supplement the 2016 AGM Share Issue Mandate. The Special Resolution, if passed, will empower the Directors from the date of the above EGM until the date of the next annual general meeting of the Company, to allot and issue Shares and/or convertible securities in the Company to existing Shareholders, whether on a pro-rata or non pro-rata basis, up to an amount not exceeding one hundred per cent. (100%) of the total number of issued Shares (excluding treasury shares) as at the date of the 2016 AGM after taking into account any Shares and/or convertible securities which have been issued and allotted since the 2016 AGM pursuant to the 2016 AGM Share Issue Mandate. This authority, unless previously revoked or varied at a general meeting, will expire at the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required by law to be held, whichever is the earlier.

BY ORDER OF THE BOARD

Tai Kok Chuan
Executive Chairman
Singapore
Date: 4 January 2017

Notes:

- 1) (a) A member who is not a relevant intermediary (as defined in Section 181 of the Act) is entitled to appoint not more than two proxies to attend, speak and vote on his/her behalf at the EGM. Where a member appoints more than one proxy, he/she shall specify the proportion of his/her shares to be represented by each such proxy, failing which the nomination shall be deemed to be alternative.
(b) A member who is a relevant intermediary (as defined in Section 181 of the Act) is entitled to appoint more than two proxies to attend, speak and vote at the EGM, 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.
- 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) The instrument appointing a proxy or proxies must be under the hand of the appointor or of his/her attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorised.
- 4) The instrument appointing the proxy must be deposited at the registered office of the Company at 360 Orchard Road #04-08 International Building Singapore 238869 not less than forty-eight (48) hours before the time appointed for the meeting.

Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM 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) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing 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), 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) 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.

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**CHINA MEDICAL
(INTERNATIONAL)
GROUP LIMITED**

Company Registration Number 200505118M
(Incorporated in the Republic of Singapore)

IMPORTANT: FOR CPF INVESTORS ONLY

- 1 For investors who have used their CPF monies to buy the Company's shares, this Circular is sent to them at the request of their CPF Approved Nominees solely FOR INFORMATION ONLY.
- 2 This Proxy Form is not valid for use by CPF investors and shall be ineffective for all intents and purposes if used or purported to be used by them.

PROXY FORM

(Please Read Notes Overleaf Before Completing This Proxy Form)

I/We _____ (Name)

of _____ (Address)

being a *member/members of **China Medical (International) Group Limited** (the "**Company**") hereby appoint:

Name	Address	*NRIC/Passport No.	Proportion of Shareholdings (%)

*and/or

Name	Address	*NRIC/Passport No.	Proportion of Shareholdings (%)

or failing *him/her/them, the Chairman of the Extraordinary General Meeting (the "**EGM**") of the Company as *my/our *proxy/proxies to vote for *me/us on *my/our behalf, and if necessary, to demand a poll at the EGM of the Company to be held at Raffles Marina, Chart Room (Level 2), 10 Tuas West Drive Singapore 638404 on 26 January 2017 at 10.00 a.m. and at any adjournment thereof. *I/We direct *my/our *proxy/proxies to vote for or against the Special Resolution to be proposed at the EGM as indicated hereunder with an "X" in the spaces provided hereunder. If no specific directions as to voting are given, the *proxy/proxies will vote or abstain from voting at *his/her/their discretion.

* Please delete as appropriate.

No.	As Special Resolution	For	Against
1	To approve the Proposed New Share Issue Mandate		

Please indicate your vote "For" or "Against" with an "X" within the box provided if you wish to exercise all your votes. Alternatively, please indicate the number of votes as appropriate

Dated this ____ day of _____ 2017.

Total No. of Shares	No. of Shares
In CDP Register	
In Register of Members	

Signature of Shareholder(s) or Common Seal
of Corporate Shareholder

All capitalised terms used in this Proxy Form which are not defined herein shall, unless the context otherwise requires, have the same meanings ascribed to them in the Company's Circular to Shareholders dated 4 January 2017 (including supplements and modifications thereto).



Notes:

- 1 Please insert the total number of shares held by you. If you have shares entered against your name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act, Cap. 289), you should insert that number. If you have shares registered in your name in the Register of Members of the Company, you should insert that number. If you have shares entered against your name in the Depository Register and shares registered in your name in the Register of Members, you should insert the aggregate number. If no number is inserted, this form of proxy will be deemed to relate to all the shares held by you.
- 2 (a) A member who is not a relevant intermediary (as defined in Section 181 of the Companies Act, Cap. 50) is entitled to appoint not more than two proxies to attend, speak and vote on his/her behalf at the EGM. Where a member appoints more than one proxy, he/she shall specify the proportion of his/her shares to be represented by each such proxy, failing which the nomination shall be deemed to be alternative.

(b) A member who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the EGM, 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.
- 3 A proxy need not be a member of the Company.
4. The instrument appointing a proxy or proxies must be deposited at the registered office of the Company at 360 Orchard Road #04-08 International Building Singapore 238869 not less than forty-eight (48) hours before the time appointed for the EGM.
- 5 The instrument appointing a proxy or proxies must be under the hand of the appointor or his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed under its common seal or under the hand of its attorney or a duly authorised officer.
- 6 Where an instrument appointing a proxy or proxies is signed on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the instrument of proxy, failing which the instrument may be treated as invalid.
- 7 A corporation that is a member may authorise by resolution of its directors or other governing body, such person as it thinks fit to act as its representative at the meeting, in accordance with Section 179 of the Companies Act (Cap. 50).
- 8 The submission of an instrument or form appointing a proxy by a shareholder does not preclude him from attending and voting in person at the EGM if he so wishes.
- 9 The Company shall be entitled to reject an instrument of proxy which is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified on the instrument of proxy. In addition, in the case of shares entered in the Depository Register, the Company may reject an instrument of proxy if the member, being the appointor, is not shown to have shares against his name in the Depository Register as at seventy-two (72) hours before the time appointed for holding the meeting, as certified by The Central Depository (Pte) Limited to the Company.

Personal Data Privacy:

By submitting a proxy form appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM 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) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing 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), 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) 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.

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