

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Nineteenth Annual General Meeting of Thomson Medical Group Limited will be held at Ramada by Wyndham Singapore at Zhongshan Park (Level 2), 16 Ah Hood Road, Singapore 329982 on **Thursday, 25 April 2019 at 2.00 p.m.** to transact the following businesses: -

ORDINARY BUSINESS

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| 1. To receive and adopt the Directors' Statement and Audited Consolidated Financial Statements of the Company for the financial year ended 31 December 2018 together with the Auditors' Report thereon. | Resolution 1 |
| 2. To declare final dividend of 0.025 cents per share, tax exempt (one-tier), for the financial year ended 31 December 2018. | Resolution 2 |
| 3. To re-elect Mr Heng Kim Chuan Freddie as Director who is retiring pursuant to Article 105(2) of the Constitution of the Company. <i>(Refer to explanatory note (ii))</i> | Resolution 3 |
| <p>To note the retirement of Mr Gary Ho Kuat Foong who is retiring pursuant to Article 105(2) of the Constitution of the Company. <i>(Note: Mr Gary Ho Kuat Foong will not be seeking re-election and will retire as Director of the Company on 25 April 2019 at the close of the Annual General Meeting)</i></p> | |
| 4. To re-elect Mr Lim Wee Kiat as Director pursuant to Article 106 of the Constitution of the Company. <i>(Refer to explanatory note (iii))</i> | Resolution 4 |
| 5. To re-elect Mr Wilson Sam as Director pursuant to Article 106 of the Constitution of the Company. <i>(Refer to explanatory note (iii))</i> | Resolution 5 |
| 6. To approve the payment of Directors' fee of \$330,000 for the financial year ended 31 December 2018. | Resolution 6 |
| 7. To approve the payment of Directors' fee of up to \$350,000 for the financial year ending 31 December 2019. | Resolution 7 |
| 8. To re-appoint Ernst & Young LLP as the auditor 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: -

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| 9. General Authority to Issue Shares | Resolution 9 |
| <p>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:</p> <p>(a) (i) issue ordinary shares in the capital of the Company ("Shares") whether by way of rights, bonus or otherwise; and/or</p> <p>(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,</p> <p>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</p> | |

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- (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 the Shares (including the 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 (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) 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.

(Refer to explanatory note (iv))

10. Authority to grant options and allot and issue Shares under the TMG (formerly known as Rowsley) Group Share Option Scheme 2012

Resolution 10

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 (formerly known as Rowsley) 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,

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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 allotted and issued and/or to be allotted and issued, and issued Shares delivered and/or to be delivered in respect of the options granted under the Option Scheme and
- (ii) in 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.

(Refer to explanatory note (v))

11. Authority to grant awards and issue Shares under the Share Grant Plan 2015

Resolution 11

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 allotted and issued and/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 allotted and issued and/or to be allotted and issued, and issued Shares delivered and/or to be delivered in respect of all awards granted 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.

(Refer to explanatory note (vi))

BY ORDER OF THE BOARD

Foo Soon Soo
Company Secretary
Singapore, 9 April 2019

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

(i). **Ordinary Resolution 3**

Mr Heng Kim Chuan Freddie will, upon re-election as a Director, continue his office as Non-Executive Non-Independent Director and will remain as a member of the Audit and Risk Management Committee, Nominating Committee and Investment Committee. Detailed information on Mr Heng can be found under Board of Directors in page 12 of the Annual Report.

(ii). **Ordinary Resolution 4**

Mr Lim Wee Kiat will, upon re-election as a Director, continue his office as Non-Executive Non-Independent Director. Detailed information on Mr Lim can be found under Board of Directors in page 12 of the Annual Report.

(iii). **Ordinary Resolution 5**

Mr Wilson Sam will, upon re-election, continue to serve as an Executive Director and Group Chief Financial Officer. Detailed information on Mr Sam can be found under Board of Directors in page 12 of the Annual Report.

(iv). **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 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.

(v). **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.

(vi). **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 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.

Please read the following notes and the explanations of the resolutions before deciding how to vote.

a) A member who is not a Relevant Intermediary (as defined in Section 181 of the Companies Act, Chapter 50) is entitled to appoint not more than two proxies to attend, speak and vote at 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.

A member 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.

b) A proxy or representative need not be a member of the Company. If the appointor is a corporation, the proxy must be executed under seal or the hand of its duly authorised officer or attorney.

The instrument appointing a proxy must be deposited at the registered office of the Company at 101 Thomson Road #20-04/05 United Square Singapore 307591 not less than 72 hours before the time appointed for the Meeting.

c) **Personal data privacy**

By submitting an instrument appointing a proxy(ies) and /or representative(s) to attend, speak and vote at the AGM 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 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 (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.