



CHINA MEDICAL INTERNATIONAL
GROUP LIMITED
中国医疗国际集团有限公司

CHINA MEDICAL (INTERNATIONAL) GROUP LIMITED
(Company Registration No. 200505118M)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (“AGM”) of the Company will be held at Raffles Marina Ltd, 10 Tuas West Drive, Chartroom, Singapore 638404 on Tuesday, 24 April 2018 at 10.00 a.m. for the following purposes:

AS ORDINARY BUSINESS

1. To receive and adopt the Audited Financial Statements for the financial year ended 31 December 2017 together with the Directors’ Statement and the Auditors’ Report. **(Resolution 1)**
2. To re-elect Mr Hano Maeloa who is retiring pursuant to Article 90 of the Company’s Constitution. **(Resolution 2)**
Mr Hano Maeloa, if re-elected, will remain as the Non-Executive Chairman, a member of the Audit Committee, a member of the Nominating Committee and a member of Remuneration Committee. Mr Hano Maeloa is not considered independent for the purpose of Rule 704(7) of the Listing Manual (Section B: Rules of Catalyst) of the Singapore Exchange Securities Trading Limited (the “SGX-ST”) (the “Catalist Rules”).
3. To re-elect Mr Yap Slean Sin who is retiring pursuant to Article 96 of the Company’s Constitution. **(Resolution 3)**
Mr Yap Slean Sin, if re-elected, will remain as Chairman of the Audit Committee, Chairman of the Remuneration Committee and a member of the Nominating Committee. Mr Yap Slean Sin will be considered independent for the purpose of Rule 704(7) of the Catalyst Rules.
4. To re-elect Mr Chew Soo Lin who is retiring pursuant to Article 96 of the Company’s Constitution. **(Resolution 4)**
Mr Chew Soo Lin, if re-elected, will remain as Chairman of the Nominating Committee, a member of the Remuneration Committee and a member of the Audit Committee. Mr Chew Soo Lin will be considered independent for the purpose of Rule 704(7) of the Catalyst Rules.
5. To approve the payment of Directors’ fees of S\$220,000 for the financial year ending 31 December 2018, to be paid quarterly in arrears. **(Resolution 5)**
6. To re-appoint Messrs Nexia TS Public Accounting Corporation for the financial year ending 31 December 2018 as the Company’s auditors and to authorise the Directors to fix their remuneration. **(Resolution 6)**
7. To transact any other business that may be transacted at an annual general meeting.

AS SPECIAL BUSINESS

8. To consider and, if thought fit, to pass the following resolution as an ordinary resolution, with or without modifications:
“That pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore (the “Act”) and Rule 806 of the Catalyst Rules, the directors of the Company (the “Directors”) be and are hereby authorised to allot and issue:
a) shares in the capital of the Company (“Shares”);
b) convertible securities; or
c) additional securities issued pursuant to adjustment to (b) above; or
d) Shares arising from the conversion of securities in (b) and (c) above,
in the Company (whether by way of rights, bonus or otherwise) 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 provided that:
(i) the aggregate number of Shares and convertible securities that may be issued must not be more than 100% of the total number of issued Shares excluding treasury shares, of which the aggregate number of Shares and convertible securities issued other than on a pro-rata basis to existing shareholders must not be more than 50% of the total number of issued Shares excluding treasury shares. For the purpose of determining the aggregate number of Shares and convertible securities that may be issued under this resolution, the percentage of the total number of issued Shares excluding treasury shares is based on the total number of issued Shares excluding treasury shares at the time this resolution is passed, after adjusting for (aa) new Shares arising from the conversion or exercise of convertible securities; (bb) new Shares arising from exercising of share options or vesting of share awards outstanding or subsisting at the time of the passing of this resolution, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Catalyst Rules; and (cc) 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 Catalyst Rules for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution for the time being of the Company; and
(iii) unless revoked or varied by the Company in a general meeting, such authority conferred by this resolution shall continue in force 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 law to be held, whichever is the earlier.”
[See Explanatory Note (i)] **(Resolution 7)**
8. To consider and, if thought fit, pass the following ordinary resolution with or without any modifications:
“That the directors of the Company be and are hereby authorised to grant awards (“Awards”) in accordance with the provisions of the Albedo Share Performance Share Plan (“Albedo SPP”) and pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore, 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 grant of Awards under the Albedo SPP provided that the aggregate number of shares under the Albedo SPP, will not exceed 15% of the total number of issued shares excluding treasury shares of the Company from time to time.”
[See Explanatory Note (ii)] **(Resolution 8)**

By Order of the Board

Ong Beng Hong/Tan Swee Gek
Company Secretaries
9 April 2018

Explanatory Notes:

- (i) The ordinary resolution 7 proposed above, if passed, will empower the Directors from the passing of the AGM 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, 100% of the number of issued Shares in the capital of the Company at the time of passing of this resolution, of which up to 50% may be issued other than on a pro-rata basis to existing shareholders of the Company. For determining the aggregate number of Shares that may be issued the total number of issued Shares excluding treasury shares shall be calculated based on the total number of issued Shares excluding treasury shares at the time of this ordinary resolution 7 above is passed and new Shares arising from the conversion or exercise of convertible securities, share options or vesting of share awards which are outstanding or subsisting at the time this ordinary resolution 7 above is passed and any subsequent bonus issue, consolidation or subdivision of Shares.
- (ii) The ordinary resolution 8 proposed above, if passed, will authorise the Directors to grant award of shares in accordance with the provisions of the Albedo SPP and pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore to allot and issue shares under the Albedo SPP. The Albedo SPP was approved by the shareholders of the Company in the extraordinary general meeting on 28 April 2009.

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 AGM. 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 AGM, 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 representatives or proxies 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 26 Boon Lay Way #01-80 (2nd Level) Singapore 609970 not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof.

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 or by attending 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) for the purpose of the processing and administration by the Company (or its agents) 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) 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.