



## SINGAPORE MEDICAL GROUP LIMITED

(Incorporated in the Republic of Singapore)  
(Company Registration Number: 200503187W)

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** an Extraordinary General Meeting of the Company will be held at 290 Orchard Road, #14-03, The Paragon, Singapore 238859 on 6 June 2018 at 4.30 p.m. for the purpose of considering and, if thought fit, passing the following resolutions with or without any modifications.

All capitalised terms in this Notice which are not defined herein shall have the same meanings ascribed to them in the Circular to Shareholders of the Company dated 21 May 2018.

#### ORDINARY RESOLUTIONS:

**RESOLUTION (1): THE PROPOSED RENOUNCEABLE NON-UNDERWRITTEN RIGHTS ISSUE OF UP TO 23,341,800 NEW ORDINARY SHARES IN THE ISSUED SHARE CAPITAL OF THE COMPANY, AT AN ISSUE PRICE OF S\$0.48 FOR EACH RIGHTS SHARE, ON THE BASIS OF ONE (1) RIGHTS SHARE FOR EVERY TWENTY (20) EXISTING ORDINARY SHARES IN THE ISSUED SHARE CAPITAL OF THE COMPANY HELD BY ENTITLED SHAREHOLDERS AS AT THE BOOKS CLOSURE DATE, FRACTIONAL ENTITLEMENTS TO BE DISREGARDED**

THAT subject to and contingent upon the passing of Ordinary Resolution 2,

- (a) the Rights Issue of up to 23,341,800 new ordinary shares in the issued share capital of the Company at an issue price of S\$0.48 for each Rights Share, on the basis of one (1) Rights Share for every twenty (20) existing Shares in the issued share capital of the Company held by Entitled Shareholders as at the Books Closure Date, fractional entitlements to be disregarded, be and is hereby approved;
- (b) authority be and is hereby given to the Board to undertake the Rights Issue and provisionally allot and issue the Rights Shares on the basis of one (1) Rights Share for every twenty (20) Shares held by the Entitled Shareholders as at the Books Closure Date, fractional entitlements to be disregarded, on the terms and conditions set out below or on such other terms and conditions (including the basis of provisional allotments of the Right Shares) as the Directors may in their absolute discretion and from time to time think fit:-
  - (i) the provisional allotment of the Rights Shares shall be made on a renounceable basis to the Entitled Shareholders whose names appear in the Register of Members of the Company or the records of the CDP as at the Books Closure Date with registered addresses in Singapore or who have, at least three (3) market days prior to the Books Closure Date, provided to the Company or CDP, as the case may be, addresses in Singapore for the service of notices and documents;
  - (ii) no provisional allotment of the Rights Shares shall be made in favour of Foreign Shareholders;
  - (iii) the provisional allotment of the Rights Shares which would otherwise have been provisionally allotted to Foreign Shareholders may be disposed of or dealt with by the Company in such manner and on such terms and conditions as the Directors may, in their absolute discretion, deem fit for the purpose of renouncing the rights entitlements relating thereto to Purchasers thereof and to deal with the net proceeds thereof (after deducting all expenses in connection therewith) in accordance with the terms set out in the Offer Information Statement;
  - (iv) the provisional allotments of the Rights Shares not taken up or allotted for any reason shall be aggregated and allotted to satisfy applications for excess Rights Shares (if any) or otherwise dealt with in such manner and on such terms and conditions as the Directors may, in their absolute discretion, deem fit in the interests of the Company; and
  - (v) the Rights Shares when issued and fully paid to rank *pari passu* in all respects with the then existing issued Shares, save for any dividends, rights, allotments or other distributions the record date for which falls before the date of allotment and issue of the Rights Shares; and
- (c) the Directors be and are hereby authorised to take such steps, do all such acts and things (including but not limited to finalising, approving and executing all such documents as may be required in connection with the Rights Issue, the issue of the Rights Shares and making amendments to the terms and conditions of the Rights Issue (including the Issue Price)) and to exercise their absolute discretion as they may deem fit, advisable or necessary to give full effect to this Ordinary Resolution 1 and the Rights Issue, and the issue of the Rights Shares.

**RESOLUTION (2): THE PROPOSED WHITEWASH RESOLUTION FOR THE WAIVER BY INDEPENDENT SHAREHOLDERS OF THEIR RIGHTS TO RECEIVE A MANDATORY GENERAL OFFER FROM THE RELEVANT SHAREHOLDERS FOR ALL THE ISSUED AND PAID-UP SHARES IN THE CAPITAL OF THE COMPANY NOT ALREADY OWNED, CONTROLLED OR AGREED TO BE ACQUIRED BY THEM AND THEIR CONCERT PARTIES ARISING FROM THE RELEVANT SHAREHOLDERS' SUBSCRIPTION OF THE ENTITLED RIGHTS SHARES PURSUANT TO THE IRREVOCABLE UNDERTAKINGS AND THE EXCESS RIGHTS SHARES**

THAT subject to and contingent upon the passing of Ordinary Resolution 1, the proposed Whitewash Resolution for the waiver by Independent Shareholders of their right to receive a mandatory general offer in accordance with Rule 14 of the Code from the Relevant Shareholders at the highest price paid by the Relevant Shareholders and their concert parties for the ordinary Shares in the Company in the six months preceding the offer, for all the issued and paid-up Shares of the Company as a result of the subscription for the Entitled Rights Shares by the Relevant Shareholders pursuant to the proposed Rights Issue and the Deeds of Undertaking; the possible subscription by, and allotment to, the Relevant Shareholders of excess Rights Shares under the proposed Rights Issue be and is hereby (on a poll taken) unconditionally and irrevocably approved by the Independent Shareholders.

#### BY ORDER OF THE BOARD

Chan Wan Mei, Lee Pay Lee  
Company Secretaries  
Singapore, 21 May 2018

#### Notes:

- (1) A member (other than a Relevant Intermediary\*) of the Company entitled to attend and vote at the EGM is entitled to appoint one or two proxies, in any case not more than two proxies, to attend and vote on his behalf. A proxy need not be a member of the Company.
- (2) Where a member (other than a Relevant Intermediary\*) appoints more than one proxy, the appointments shall be invalid unless he specifies the proportion of his holding (expressed as a percentage of the whole) to be represented by each proxy.
- (3) A Relevant Intermediary may appoint more than 2 proxies, but each proxy must be appointed to exercise the rights attached to a different share or shares held by him (which number and class of shares shall be specified).
- (4) If the appointor is a corporation, the instrument appointing a proxy must be executed under the corporation's common seal or signed by its attorney or an officer on behalf of the corporation.
- (5) The instrument appointing a proxy must be deposited at the registered office of the Company at 1004 Toa Payoh North, #06-03/07, Singapore 318995 at least 48 hours before the time appointed for the EGM. The sending of a Proxy Form by a member does not preclude him from attending and voting in person at the EGM if he so wishes. Any appointment of a proxy or proxies shall be deemed to be revoked if a member attends the EGM in person and, in such event, the Company reserves the right to refuse to admit any person or persons appointed under the Proxy Form to the EGM.

\* A Relevant Intermediary is:

- (a) a banking corporation licensed under the Banking Act (Chapter 19) of Singapore or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity; or
- (b) a person holding a capital markets services licence to provide custodial services for securities under the Securities Futures Act (Chapter 289) of Singapore and who holds shares in that capacity; or
- (c) the Central Provident Fund Board established by the Central Provident Fund Act (Chapter 36) of Singapore, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

#### 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, or by attending the EGM, a Member (a) 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"), (b) 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 (c) agrees that the Member will indemnify the Manager and the Trustee in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the Member's breach of warranty. In addition, by attending the EGM and/or any adjournment thereof, a Member consents to the collection, use and disclosure of the Member's personal data by the Company (or its agents) for any of the Purposes.

*This Notice has been prepared by the Company and its contents have been reviewed by the Company's sponsor, CIMB Bank Berhad, Singapore Branch, (the "Sponsor") for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited (the "SGX-ST"), this being the SGX-ST Listing Manual Section B: Rules of Catalyst. The Sponsor has not independently verified the contents of this Notice.*

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

*The contact person for the Sponsor is Mr. Eric Wong, Director, Investment Banking, Singapore. The contact particulars are 50 Raffles Place, #09-01, Singapore Land Tower, Singapore 048623, Telephone: +65 6337 5115.*