

QUE LIPPO HEALTHCARE LIMITED

(Incorporated in Singapore)
(Registration No. 201304341E)

(in receivership over charged shares in certain subsidiaries)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN That Annual General Meeting of **QUE LIPPO HEALTHCARE LIMITED** will be held at No. 1 Marina Boulevard, Level 7 Stephen Riady Auditorium @ NTUC, NTUC Centre, Singapore 018989 on Tuesday, 24 April 2018 at 10:00 a.m., for the following purposes:

AS ORDINARY BUSINESS:

- To receive and adopt the Directors' Statement and Audited Financial Statements of the Company and its subsidiaries for the financial year ended 31 December 2017 and the Auditors' Report thereon. **(Resolution 1)**
- To re-elect Mr. Lee Yi Shyan, a Director retiring pursuant to Article 92 of the Company's Constitution and who, being eligible, offer himself for re-election. [See Explanatory Note (a)] **(Resolution 2)**
- To re-elect Dr. Stephen Riady, a Director retiring pursuant to Article 92 of the Company's Constitution and who, being eligible, offer himself for re-election. [See Explanatory Note (b)] **(Resolution 3)**
- To re-elect Dr. Wong Weng Hong, a Director retiring pursuant to Article 92 of the Company's Constitution and who, being eligible, offer himself for re-election. [See Explanatory Note (c)] **(Resolution 4)**
- To re-elect Mr. Johji Sato, a Director retiring pursuant to Article 92 of the Company's Constitution and who, being eligible, offer himself for re-election. [See Explanatory Note (d)] **(Resolution 5)**
- To re-elect Mr. Masato Mohri, a Director retiring pursuant to Article 92 of the Company's Constitution and who, being eligible, offer himself for re-election. [See Explanatory Note (e)] **(Resolution 6)**
- To re-elect Mr. Eric Sho Kian Hin as a Director retiring by rotation under Article 93 of the Company's Constitution. [See Explanatory Note (f)] **(Resolution 7)**
- To approve the payment of S\$350,826.38 as Director's Fees for the financial year ended 31 December 2017. **(Resolution 8)**
- To re-appoint Messrs KPMG LLP as the Company's External Auditors and to authorize the Directors to fix their remuneration. **(Resolution 9)**
- To transact any other ordinary business that may properly be transacted at an Annual General Meeting.

AS SPECIAL BUSINESS:

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution, with or without modifications:

11. "SHARE ISSUE MANDATE

That pursuant to Section 161 of the Companies Act, Cap. 50 of Singapore and the Singapore Exchange Securities Trading Limited ("SGX-ST") Listing Manual Section B: Rules of Catalyst (the "**Catalist Rules**") and notwithstanding the provisions of the Constitution of the Company, authority be and is hereby given to the Directors of the Company to:

- (i) issue shares in the capital of the Company (whether by way of rights, bonus or otherwise); and/or
- (ii) make or grant offers, agreements or options (collectively, "**instruments**") that may 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 may in their absolute discretion deem fit; and

- (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, provided 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 hundred per cent (100%) of the total number of issued shares excluding treasury shares and subsidiary holdings (as calculated in accordance with sub-paragraph (ii) below), of which the aggregate number of shares to be granted other than on a pro-rata basis to shareholders of the Company (including shares to be issued in pursuance of instruments made or granted pursuant to this Resolution) does not exceed fifty per cent (50%) of the total number of issued shares excluding treasury shares and subsidiary holdings (as calculated in accordance with sub-paragraph (ii) below);
- (ii) for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (i) above, the percentage of the total number of issued shares excluding treasury shares and subsidiary holdings shall be calculated based on the total number of issued shares excluding treasury shares and subsidiary holdings 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 exercise 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
- (3) any subsequent bonus issue, consolidation or subdivision of shares;

- (iii) 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

- (iv) unless revoked or varied by the Company in general meeting, the 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 (g)] **(Resolution 10)**

By Order of the Board

Ng Ngai
Company Secretary
Singapore, 4 April 2018

Notes:—

- Save as provided in the Constitution, a member (other than a Relevant Intermediary*) entitled to attend and vote at the Annual General Meeting is entitled to appoint up to two proxies to attend and vote in his stead. A proxy need not be a member of the Company.
- A Relevant Intermediary may appoint more than two 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).
- The instrument appointing a proxy must be lodged at the registered office of the Company at 9 Battery Road #15-01 Singapore 049910 not less than forty-eight (48) hours before the time fixed for the Annual General Meeting.
- * A Relevant Intermediary is:
 - a banking corporation licensed under the Banking Act (Cap. 19) 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
 - a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act (Cap. 289) and who holds shares in that capacity; or
 - the Central Provident Fund Board established by the Central Provident Fund Act (Cap. 36), in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest pursuant to or in accordance with that subsidiary legislation.

EXPLANATORY NOTES:

- Resolution 2 – Re-election of Mr. Lee Yi Shyan, a Director retiring under Article 92 of the Company's Constitution and who, being eligible, offer himself for re-election.**
Mr. Lee Yi Shyan, upon re-election, will continue as a Non-Independent and Non-Executive Chairman of the Company. The profile of Mr. Lee Yi Shyan can be found under the sections entitled "Board of Directors" and the "Corporate Governance Report" in the Annual Report 2017.
- Resolution 3 – Re-election of Dr. Stephen Riady, a Director retiring under Article 92 of the Company's Constitution and who, being eligible, offer himself for re-election.**
Dr. Stephen Riady, upon re-election, will continue as a Non-Independent and Non-Executive Director of the Company. The profile of Dr. Stephen Riady can be found under the sections entitled "Board of Directors" and the "Corporate Governance Report" in the Annual Report 2017.
- Resolution 4 – Re-election of Dr. Wong Weng Hong, a Director retiring under Article 92 of the Company's Constitution and who, being eligible, offer himself for re-election.**
Dr. Wong Weng Hong, upon re-election, will continue as a Chief Executive Officer and Executive Director of the Company. The profile of Dr. Wong Weng Hong can be found under the sections entitled "Board of Directors" and the "Corporate Governance Report" in the Annual Report 2017.
- Resolution 5 – Re-election of Mr. Johji Sato, a Director retiring under Article 92 of the Company's Constitution and who, being eligible, offer himself for re-election.**
Mr. Johji Sato, upon re-election, will continue as an Independent Director of the Company and member of the Audit and Risk Committee of the Company. The profile of Mr. Johji Sato can be found under the sections entitled "Board of Directors" and the "Corporate Governance Report" in the Annual Report 2017. He will be considered Independent for the purpose of Rule 704(7) of the Catalyst Rules.
- Resolution 6 – Re-election of Mr. Masato Mohri, a Director retiring under Article 92 of the Company's Constitution and who, being eligible, offer himself for re-election.**
Mr. Masato Mohri, upon re-election, will continue as a Non-Independent and Non-Executive Director of the Company and a member of the Nominating and Remuneration Committee of the Company. The profile of Mr. Masato Mohri can be found under the sections entitled "Board of Directors" and the "Corporate Governance Report" in the Annual Report 2017.
- Resolution 7 – Re-election of Mr. Eric Sho Kian Hin as a Director retiring by rotation under Article 93 of the Company's Constitution.**
Mr. Eric Sho Kian Hin will, upon re-election, continue as an Independent Director and Chairman of the Audit and Risk Committee of the Company. He will be considered Independent for the purpose of Rule 704(7) of the Catalyst Rules. The profile of Mr. Eric Sho Kian Hin can be found under the sections entitled "Board of Directors" and the "Corporate Governance Report" in the Annual Report 2017.
- Resolution 10 is to empower the Directors to issue shares in the capital of the Company and/or instruments (as defined above). The aggregate number of shares to be issued pursuant to Resolution 10 (including shares to be issued in pursuance of instruments made or granted) shall not exceed hundred per cent (100%) of the total number of issued shares excluding treasury shares and subsidiary holdings, with a sub-limit of fifty per cent (50%) for shares issued other than on a pro rata basis (including shares to be issued in pursuance of instruments made or granted pursuant to this Resolution) to shareholders.**
For the purpose of determining the aggregate number of shares that may be issued, the percentage of the total number of issued shares excluding treasury shares and subsidiary holdings will be calculated based on the total number of issued shares excluding treasury shares and subsidiary holdings at the time of the passing of Resolution 10, after adjusting for (i) new shares arising from the conversion or exercise of any convertible securities; (ii) new shares arising from exercise of share options or vesting of share awards outstanding or subsisting at the time of the passing of Resolution 10, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Catalyst Rules of the SGX-ST; and (iii) any subsequent bonus issue, consolidation or subdivision of shares.

Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General Meeting 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 Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting (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.