



Singapore Medical Group Limited
(Incorporated in the Republic of Singapore on 10 March 2005)
(Company Registration Number: 200503187W)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting ("AGM") of Singapore Medical Group Limited (the "Company") will be held at 290 Orchard Road, #13-01/06 Paragon Singapore 238859 on Wednesday, 30 April 2014 at 4.00 p.m. for the following purposes:

Ordinary Business

- To receive and adopt the Directors' Report, Statement of Directors and Audited Financial Statements of the Company for the financial year ended 31 December 2013 together with the Auditors' Report thereon. **(Resolution 1)**
- To re-elect Mr Ho Lon Gee, who is retiring pursuant to Article 94 of the Company's Articles of Association, as Director of the Company. **(Resolution 2)**
[See Explanatory Note (i)]
- To re-elect the following Directors retiring pursuant to Article 99 of the Company's Articles of Association:
Mr Tony Tan Choon Keat **(Resolution 3)**
[See Explanatory Note (ii)]
Dr Beng Teck Liang **(Resolution 4)**
[See Explanatory Note (iii)]
- To approve the payment of Directors' fees of S\$131,250 for the financial year ended 31 December 2013. **(Resolution 5)**
- To re-appoint Messrs Ernst & Young LLP as the Company's Auditors and to authorise the Directors to fix their remuneration. **(Resolution 6)**
- To transact any other ordinary business which may properly be transacted at an annual general meeting.

Special Business

To consider and, if thought fit, to pass the following resolutions as Ordinary Resolutions, with or without any modifications:

- GENERAL AUTHORITY TO ALLOT AND ISSUE SHARES IN THE CAPITAL OF THE COMPANY (THE "SHARE ISSUE MANDATE")**
"That, pursuant to Section 161 of the Companies Act, Cap. 50 of Singapore (the "Act") and Rule 806(2) of the Rules of Catalist, authority be and is hereby given to the Directors of the Company to:-
(a) (i) allot and 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 might or would require shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures, convertible securities 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 shall in their absolute discretion deem fit, and
(b) (notwithstanding 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 always 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 one hundred per cent. (100%) of the total issued shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with sub-paragraph (ii) below) or such other limit as may be prescribed by the Rules of Catalist as at the date this Resolution is passed, of which the aggregate number of shares to be issued other than on a pro-rata basis to the then existing 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 issued shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with sub-paragraph (ii) below) or such other limit as may be prescribed by the Rules of Catalist as at the date this Resolution is passed.
(ii) (subject to such manner of calculation and adjustments as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (i) above, the percentage of the total issued shares (excluding treasury shares) shall be based on the total issued shares (excluding treasury shares) in the capital of the Company at the time of the passing of this Resolution, after adjusting for:
(a) new shares arising from the conversion or exercise of any convertible securities outstanding and/or subsisting at the time this authority is given;
(b) new shares arising from the 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 Rules of Catalist; and
(c) any subsequent bonus issue, consolidation or sub-division of shares.
(iii) in exercising the authority conferred by this Resolution, the Directors shall comply with the requirements imposed by the SGX-ST from time to time and the provisions of the Rules of Catalist for the time being in force (unless such compliance has been waived by the SGX-ST), all applicable legal requirements under the Act, and otherwise, and the Articles of Association for the time being of the Company; and
(iv) (unless revoked or varied by the Company in general meeting), such authority conferred by this Resolution shall continue in full force until the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting is required by law to be held, whichever is earlier."
[See Explanatory Note (iv)] **(Resolution 7)**

By Order of the Board

Tony Tan Choon Keat
Non-Executive Chairman
Singapore, 15 April 2014

Explanatory Notes:

- If re-elect under Resolution 2, Mr Ho Lon Gee retiring pursuant to Article 94 of the Company's Articles of Association will remain as a Chairman of the Audit Committee as well as a Member of the Nominating Committee and Remuneration Committee. Mr Ho Lon Gee will be considered independent for the purposes of Rule 704(7) of the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited (the "SGX-ST") (the "Rules of Catalist").
- If re-elect under Resolution 3, Mr Tony Tan Choon Keat retiring pursuant to Article 99 of the Company's Article of Association will remain as a Member of the Audit Committee, Nominating Committee and Remuneration Committee. He is considered as Non-Executive Director.
- If re-elect under Resolution 4, Dr Beng Teck Liang retiring pursuant to Article 99 of the Company's Article of Association will continue in office as Executive Director and Chief Executive Officer of the Company.
- The Ordinary Resolution 7 proposed in item 7 above, if passed, will empower the Directors of the Company from the date of the above AGM until the date of the next annual general meeting, to allot and issue shares and/or Instruments (as defined above) in the capital of the Company. The aggregate number of shares and/or convertible securities which the Directors may allot and issue under this Resolution, shall not exceed one hundred per cent. (100%) of the total issued shares (excluding treasury shares) in the capital of the Company, of which the aggregate number of shares and/or convertible securities other than on a pro-rata basis to all shareholders of the Company, shall not exceed fifty per cent. (50%) of the total issued shares excluding treasury shares in the capital of the Company. This authority will, unless previously revoked or varied at a general meeting, 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 earlier. However, notwithstanding the cessation of this authority, the Directors are empowered to issue shares pursuant to any convertible securities issued under this authority.

Notes:

- Detailed information of Mr Ho Lon Gee, Mr Tony Tan Choon Keat and Dr Beng Teck Liang can be found under the "Directors Profile" Section in the Company's Annual Report 2013.
- A member entitled to attend and vote at the AGM is entitled to appoint not more than two proxies to attend and vote instead of him. A proxy need not be a member of the Company.
- Where a member appoints two proxies, he shall specify the proportion of his shareholding to be represented by each proxy in the instrument appointing the proxies.
- 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 290, Orchard Road, #13-01 Paragon, Singapore 238859 not less than forty-eight (48) hours before the time for holding the AGM.

THIS NOTICE has been prepared by the Company and its contents have been reviewed by the Company's sponsor ("Sponsor"), Asian Corporate Advisors Pte. Ltd., for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited ("Exchange"). The Company's Sponsor has not independently verified the contents of this Notice including the correctness of any of the figures used, statements or opinions made.

This Notice has not been examined or approved by the Exchange and the Exchange assumes 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 Liao H.K.
Telephone number: 6221 0271*

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (the "EGM") of the shareholders ("Shareholders") of Singapore Medical Group Limited (the "Company") will be held at 290 Orchard Road, #13-01/06 Paragon, Singapore 238859 on 30 April 2014 at 5.00 p.m. (or as soon thereafter following the conclusion or adjournment of the AGM to be held at 4.00 p.m. on the same day and at the same place) for the purpose of considering and, if thought fit, passing with or without modifications, the following Resolutions:

Please note that unless otherwise defined, all capitalised terms used in this Notice bear the same meanings as ascribed to them in the Company's circular to shareholders (copies of which have been despatched to Shareholders) dated 15 April 2014 (the "Circular").

Resolution 1: Ordinary Resolution

1. The proposed adoption of the Option Scheme

- That the Option Scheme to be named "SMG Share Option Scheme", the details and rules of which have been set out in Appendix 2 of the Circular, under which Option(s) will be granted to employees of the Group, including executive Directors and Controlling Shareholders and their Associates, be and is hereby approved; and
- That the Directors of the Company be and are hereby authorised:
 - to establish and administer the Option Scheme;
 - to modify and/or amend the Option Scheme from time to time provided that such modifications and/or amendments are effected in accordance with the provisions of the Option Scheme and to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Option Scheme; and
 - to offer and grant Option(s) in accordance with the rules of the Option Scheme and to allot and issue from time to time such number of fully-paid up shares in the capital of the Company as may be required to be issued pursuant to the exercise of the Option(s) under the Option Scheme.

Resolution 2: Ordinary Resolution

2. The proposed participation of Controlling Shareholders and their Associates in the Option Scheme

That subject to and contingent upon the passing of Resolution 1, the participation in the Share Option Scheme by Controlling Shareholders and their Associates pursuant to rule 852 of the Listing Manual, be and is hereby approved.

Resolution 3: Ordinary Resolution

3. The proposed grant of the BTL Option under the Option Scheme to Dr. Beng Teck Liang, a Controlling Shareholder

That subject to and contingent upon the passing of Ordinary Resolutions 1 and 2, the proposed participation by Dr. Beng Teck Liang in the Option Scheme and the proposed grant to Dr. Beng Teck Liang, a Controlling Shareholder, of the BTL Option pursuant to and in accordance with the rules of the Option Scheme on the following terms, be and is hereby approved, and the Directors of the Company be and are hereby authorised to from time to time, allot and issue and/or transfer such number of Option Shares, each fully-paid up, upon the exercise of the BTL Option:

- Proposed Date of Grant : Any time within one month from the date of the EGM
- Number of Option Shares comprised in the proposed Option : 2,500,000
- Exercise Price per Share : At the Market Price
- Exercise Period : After the first anniversary of the relevant Date of Grant of the BTL Option, subject to the following:
 - the option over up to one third only of the Shares comprised in the BTL Option may be exercised after the first anniversary of the Date of Grant of the BTL Option;
 - the option over up to two thirds only of the Shares comprised in the BTL Option may be exercised after the second anniversary of the Date of Grant of the BTL Option; and
 - the option over all of the Shares comprised in the BTL Option may be exercised after the third anniversary of the Date of Grant of the BTL Option,provided always that the BTL Option shall be exercised before the fifth anniversary of the relevant Date of Grant or such earlier date as may be determined by the Committee, failing of which the unexercised BTL Option shall immediately lapse and become null and void and Dr. Beng Teck Liang shall have no claim against the Company.

Resolution 4: Ordinary Resolution

4. The proposed adoption of the Share Plan

- That the Share Plan to be named "SMG Share Plan", the details and rules of which have been set out in Appendix 3 of the Circular, under which Award(s) of issued and fully-paid Shares will be granted free of payment, to employees of the Group including executive Directors and Controlling Shareholders and their Associates, details of the Share Plan are set out in the Circular, be and is hereby approved;
- That the Directors of the Company be and are hereby authorised:
 - to establish and administer the Share Plan;
 - to modify/or amend the Share Plan from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the Share Plan and to do all such acts and to enter into such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Share Plan; and
 - to grant Award(s) in accordance with the provisions of the Share Plan and to allot and issue from time to time such number of fully paid-up new Shares as may be required to be issued upon the release of Award(s) under the Share Plan.

By Order of the Board of Directors

Tony Tan Choon Keat
Director
15 April 2014

IMPORTANT: Please read notes below.

Notes:

- A Shareholder entitled to attend and vote at the EGM is entitled to appoint one or two proxies to attend and vote on his/her behalf. A proxy need not be a Shareholder.
- Where a Shareholder appoints more than one proxy, he/she should specify the proportion of his/her shareholding (expressed as a percentage of the whole) to be represented by each proxy. If no such proportion or percentage is specified, the first named proxy shall be deemed to represent 100% of the shareholding and the second named proxy shall be deemed to be an alternate to the first named.
- A corporation which is a Shareholder may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the EGM in accordance with Section 179 of the Companies Act.
- The instrument appointing a proxy or proxies (together with the power of attorney (if any) under which it is signed or a certified copy thereof), duly executed, must be deposited at the registered office of the Company at 290 Orchard Road, #13-01 Paragon, Singapore 238859 not less than 48 hours before the time appointed for holding the EGM or any postponement or adjournment thereof.
- The instrument appointing a proxy or proxies must be signed by the appointor or 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 common seal or under the hand of any officer or attorney duly authorised.
- A Depositor's name must appear on the Depository Register maintained by the CDP at least 48 hours before the time appointed for holding the EGM in order for the Depositor to be entitled to attend and vote at the EGM.

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The contact person for the Sponsor is Mr. Liao H.K. Telephone (65) 6221 0271.