



SINGAPORE MEDICAL GROUP LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration No. 200503187W)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting ("EGM") of **SINGAPORE MEDICAL GROUP LIMITED** (the "**Company**") will be held at 290 Orchard Road, #14-03, The Paragon, Singapore 238859 on 1 September 2016 at 4.30 p.m., for the purpose of considering, and if thought fit, passing with or without modifications, the following resolutions:-

ORDINARY RESOLUTIONS:

RESOLUTION (1): THE PROPOSED ACQUISITION OF 2,925,000 SHARES REPRESENTING 61.9% OF THE TOTAL ISSUED AND PAID-UP SHARE CAPITAL OF LIFESCAN IMAGING PTE. LTD. AS AN INTERESTED PERSON TRANSACTION WITH THE ALLOTMENT AND ISSUANCE OF 33,363,282 SHARES IN THE CAPITAL OF THE COMPANY AS CONSIDERATION

That:-

- (a) approval be and is hereby given for the Acquisition of 2,925,000 ordinary shares, representing 61.9 % of the issued and paid-up share capital, of Lifescan Imaging Pte. Ltd. from the Vendors in accordance with the terms and conditions of the Agreement;
- (b) approval be and is hereby given to the Directors or any of them to allot and issue to the Vendors (which includes Tony Tan Choon Keat, Wong Seng Weng and Beng Teck Liang, who are each a Director of the Company), subject to and otherwise in accordance with the terms and conditions of the Agreement, the following number of Consideration Shares set out opposite names of each of the Vendor in the table below will be allotted and issued on Completion Date, to the Vendors:

Vendor	Number of Shares to be issued
Tony Tan Choon Keat	5,081,484
Wong Seng Weng	5,132,813
Beng Teck Liang	5,081,484
Other Vendors	18,067,501
Total	33,363,282

Such Consideration Shares when issued shall rank pari passu in all respects with the then existing shares of the Company, save as may be provided in the terms and conditions of the Agreement. The precise terms of the issue of the Consideration Shares are set out in the Agreement. Each of Beng Teck Liang, Wong Seng Weng and Tony Tan Choon Keat and their associates (if any) will abstain from exercising any voting rights on this resolution; and

- (c) approval be and is hereby given for the Proposed Acquisition in accordance with the terms and conditions of the Agreement, which constitutes an interested person transaction under the Catalyst Rules; and
- (d) the Directors and any of them be and are hereby authorised and empowered to approve, complete and do all such acts and things (including to approve, modify, ratify, sign, seal, execute and deliver all such documents as may be required) as they or he may consider expedient, desirable or necessary or in the interests of the Company to give effect to the Proposed Acquisition, this resolution and the transactions contemplated by the Proposed Acquisition and/or authorised by this resolution.

RESOLUTION (2): THE PROPOSED GRANT OF OPTIONS UNDER THE SMG SHARE OPTION SCHEME TO BENG TECK LIANG, AN EXECUTIVE DIRECTOR AND A CONTROLLING SHAREHOLDER OF THE COMPANY AND THE ALLOTMENT AND ISSUANCE OF SHARES THEREUNDER

That the proposed offer and grant to Dr Beng Teck Liang, a Controlling Shareholder of the Company, of Option(s) pursuant to and in accordance with the rules of the SMG Share Option Scheme on the following terms, be and is hereby approved, and the Directors be and are hereby authorised to allot and issue Shares to Beng Teck Liang, a Director of the Company, upon the exercise of such Option(s):-

- (a) Proposed Date of Grant of Option(s);
- (b) Exercise Price per Share;
- (c) Market Price of the Company's Shares on the date of grant of the Options;
- (d) Number of Shares which are the subject of the Options granted to Dr Beng, the chief executive officer, executive Director and controlling Shareholder of the Company; and
- (e) Exercise Period.

All capitalised terms used in this Notice of EGM which are not defined herein shall have the same meaning ascribed to them in the Circular to Shareholders dated 17 August 2016.

BY ORDER OF THE BOARD

Chan Wan Mei,
Lee Pay Lee
Company Secretaries
17 August 2016

Notes:

1. A member 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. The instrument appointing a proxy must be deposited at the registered office of the Company at 290 Orchard Road, #13-01, The Paragon, Singapore 238859 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.
3. 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.