



MDR Limited

mDR LIMITED

(Company Registration No. 200009059G)

(Incorporated in Singapore with limited liability)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Fifteenth (15th) Annual General Meeting of mDR Limited (the “Company”) will be held at The Chevrons, 48 Boon Lay Way, Singapore 609961 on Friday, 29 April 2016 at 3.00 p.m. for the following businesses:

AS ORDINARY BUSINESS

1. To receive and adopt the Directors’ Report and the audited Financial Statements of the Company for the year ended 31 December 2015 together with the Auditors’ Report thereon. (Resolution 1)
2. To declare first and final tax exempt (one-tier) dividend of S\$1,000,000 for the financial year ended 31 December 2015. (Resolution 2)
[See Explanatory Note (i)]
3. (a) To re-elect Mr. Ong Ghim Choon, a Director of the Company retiring pursuant to Article 90 of the Articles of Association of the Company: (Resolution 3)
(Mr. Ong Ghim Choon will, upon re-election as a Director of the Company, remain as Chief Executive Officer of the Company, and will be considered non-independent.)
- (b) To re-elect Mr. Ng Tiak Soon, a Director of the Company retiring pursuant to Article 96 of the Articles of Association of the Company: (Resolution 4)
(Mr. Ng Tiak Soon will, upon re-election as a Director of the Company, remain as Chairman of the Audit Committee, and a member of the Nominating Committee and the Remuneration Committee, and will be considered independent.)
4. To approve the payment of up to S\$300,000 as Directors’ fees for the year ending 31 December 2016, to be paid quarterly in arrears (2015: up to S\$309,000). (Resolution 5)
5. To re-appoint Deloitte and Touche LLP as the Auditors of the Company and to authorise the Directors of the Company to fix their remuneration. (Resolution 6)

AS SPECIAL BUSINESS

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

6. Authority to issue shares

That pursuant to Section 161 of the Companies Act (Chapter 50) of Singapore (the “Companies Act”) and the Mainboard Listing Rules of the Singapore Exchange Securities Trading Limited (“SGX-ST”), the Directors of the Company be authorised and empowered to:

- (a) (i) issue shares in the capital of the Company (“Shares”) 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) 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 of the Company may 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 of the Company while this Resolution was in force, provided that:
 - (1) the aggregate number of Shares (including Shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) to be issued pursuant to this Resolution shall not exceed fifty per cent (50%) of the total number of issued Shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of Shares and Instruments to be issued other than on a pro rata basis to existing shareholders of the Company shall not exceed twenty per cent (20%) of the total number of issued Shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below);
 - (2) (subject to such calculation 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 (1) above, the total number of issued Shares (excluding treasury shares) shall be based on the total number of 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;
 - (b) new Shares arising from exercising share options or vesting of share awards which are outstanding or subsisting at the time of the passing of this Resolution; and
 - (c) any subsequent bonus issue, consolidation or subdivision of Shares;
 - (3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Mainboard Listing Rules of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Articles of Association of the Company; and
 - (4) unless revoked or varied by the Company in a general meeting, such authority 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 earlier.

[See Explanatory Note (ii)]

(Resolution 7)

7. To transact any other business that may be properly transacted at an Annual General Meeting.

By Order of the Board

Madan Mohan

Company Secretary

Singapore, 11 April 2016

Explanatory Notes on Ordinary and Special Businesses to be transacted:

- (i) The Ordinary Resolution 2 in item 2 above, if passed, will allow the Company to pay first and final tax exempt (one-tier) cash dividend of S\$1,000,000 (approximate). The dividend per share will be determined based on the total number of issued shares of the Company as at Books Closure Date. The issued shares as at 31 March 2016 is 12,528,241,084. On the basis that no employee share options are exercised prior to Books Closure Date, the dividend per share will be 0.00798 Singapore cents. However, if all employee share options of 12,550,000 are exercised, before Books Closure Date, the dividend per share will be reduced to approximately 0.00797 Singapore cents.
 - (ii) The Ordinary Resolution 7 in item 6 above, if passed, will empower the Directors of the Company, effective 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 or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to issue Shares, make or grant Instruments convertible into Shares and to issue Shares pursuant to such Instruments, up to a number not exceeding, in total, 50% of the total number of issued Shares (excluding treasury shares) in the capital of the Company, of which up to 20% may be issued other than on a pro-rata basis to shareholders.
- For determining the aggregate number of Shares that may be issued, the total number of issued Shares (excluding treasury shares) will be calculated based on the total number of issued Shares (excluding treasury shares) in the capital of the Company at the time this Ordinary Resolution is passed after adjusting for new Shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time when this Ordinary Resolution is passed and any subsequent bonus issue, consolidation or subdivision of Shares.

Notes:

1. (a) A member (other than a Relevant Intermediary) is entitled to appoint not more than two (2) proxies to attend, speak and vote at the Annual General Meeting. Where such member appoints more than one (1) proxy, the proportion of his/her concerned shareholding to be represented by each proxy shall be specified in the Proxy Form.
 - (b) A member who is a Relevant Intermediary is entitled to appoint more than two (2) proxies to attend, speak and vote at the Annual General Meeting, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member appoints more than two (2) proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the Proxy Form.
- “Relevant Intermediary” has the meaning ascribed to in Section 181 of the Companies Act.
2. A proxy need not be a member of the Company.
 3. If the appointor is a corporation, the Proxy Form must be executed either under its common seal or under the hand of its attorney or a duly authorised officer.
 4. The duly executed instrument appointing a proxy or proxies must be deposited at the registered office of the Company at **53 Ubi Crescent, Singapore 408594** not less than forty-eight (48) hours before the time set for holding the Annual General Meeting.

NOTICE OF BOOKS CLOSURE DATE AND DIVIDEND PAYMENT DATE

NOTICE IS HEREBY GIVEN that the Share Transfer Books and Register of Members of the Company will be closed from 9 May 2016 at 5.00 p.m. to 10 May 2016 (both dates inclusive), for the purpose of determining shareholders’ entitlement to the Company’s proposed first and final tax exempt (one-tier) dividend (the “Proposed Dividend”).

Duly completed registrable transfers received by the Company’s Share Registrar, Boardroom Corporate & Advisory Services Pte Ltd, 50 Raffles Place, Singapore Land Tower #32-01, Singapore 048623, up to 5:00 p.m. on 9 May 2016 will be registered to determine shareholders’ entitlement to the Proposed Dividend.

Members whose securities accounts with The Central Depository (Pte) Limited are credited with the Company’s shares as at 5:00 p.m. on 9 May 2016, will be entitled to the Proposed Dividend. The Proposed Dividend, if approved at the Fifteenth (15th) Annual General Meeting to be held on 29 April 2016, will be paid on 23 May 2016.

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 or service providers) for the purpose of the processing and administration by the Company (or its agents or service providers) of proxy(ies) and/or representative(s) 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 or service providers) 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 or service providers), 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 or service providers) 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 the aforesaid warranty.