
NOTICE OF EXTRAORDINARY GENERAL MEETING

THOMSON MEDICAL GROUP LIMITED

(Company Registration Number: 199908381D)
(Incorporated in the Republic of Singapore)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of Thomson Medical Group Limited (the “**Company**”) will be held on 20 September 2023 at voco Orchard Singapore, 581 Orchard Road, Singapore 238883 at 10.00 a.m. for the purpose of considering and, if thought fit, passing (with or without any modification), the following resolution:

*All capitalised terms used in this Notice of EGM which are not defined herein shall, unless the context otherwise requires, have the same meanings ascribed to them in the circular issued by the Company to the Shareholders dated 5 September 2023 (the “**Circular**”).*

ORDINARY RESOLUTION

THE PROPOSED ACQUISITION BY FVH SINGAPORE PTE. LTD., A WHOLLY-OWNED SUBSIDIARY OF SASTERIA (VN) PTE. LTD., WHICH IS IN TURN A WHOLLY-OWNED SUBSIDIARY OF THE COMPANY, OF 100% OF THE CHARTER CAPITAL OF FAR EAST MEDICAL VIETNAM LIMITED FROM FAR EAST MEDICAL HK LIMITED FOR AN ESTIMATED AGGREGATE PURCHASE CONSIDERATION OF UP TO APPROXIMATELY US\$381.4 MILLION (OR APPROXIMATELY S\$517.1 MILLION) (BEING THE PROPOSED ACQUISITION)

It is RESOLVED:

- (a) approval be and is hereby given to for the Company to enter into the Proposed Acquisition for the Total Consideration and all transactions in relation thereto, on the terms and subject to the conditions set out in the SPA, such Proposed Acquisition being a “major transaction” for the purposes of Chapter 10 of the Listing Manual;
- (b) the Directors and any one of them be and is hereby authorised and empowered to approve, complete and do all such acts and things (including without limitation, to approve, modify, ratify, sign, seal, execute and deliver all such documents as may be required) as he may consider expedient, desirable or necessary or in the interests of the Company to give effect to the Proposed Acquisition and this resolution, and the transactions contemplated by the Proposed Acquisition and/or authorised by this resolution; and
- (c) any acts, matters, things and all actions taken, done or performed, and/or documents signed, executed, sealed and/or delivered by any Director or the Company in respect of the matters considered in the Proposed Acquisition and this resolution be and are hereby approved, ratified and confirmed as acts of the Company.

BY ORDER OF THE BOARD

Ng Ser Miang

Non-Executive Chairman and Independent Director
5 September 2023

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Notes:

General

1. The Extraordinary General Meeting (“EGM”) will be held in a wholly physical format at voco Orchard Singapore, 581 Orchard Road, Singapore 238883, on 20 September 2023 at 10.00 a.m. for the purpose of considering and, if thought fit, passing the resolution set out in the Notice of EGM. **There will be no option to participate virtually.**
2. Printed copies of this Notice of EGM and the Proxy Form will be sent to members by post. This Notice of EGM and the Proxy Form will also be published on SGXNET and the Company’s corporate website at the URL https://www.thomsonmedical.com/circulars_prospectus/.

Register in person to attend the EGM

3. Members and (where applicable) duly appointed proxies can attend the EGM in person. To do so, they will need to register in person at the registration counter(s) outside the EGM venue on the day of the event. Every attendee is required to bring his or her NRIC or passport to enable the Company to verify his or her identity. The Company reserves the right to refuse admittance to the EGM if the attendee’s identity cannot be verified accurately. Members are advised not to attend the EGM if they are feeling unwell.
4. Members holding Shares through Relevant Intermediaries (as defined under Section 181(6) of the Companies Act) (other than CPF/SRS Investors) who wish to participate in the EGM in person should approach his or her Relevant Intermediary at least seven (7) working days before the date of the EGM (i.e. by 10.00 a.m. on 11 September 2023) to make the necessary arrangements.

Submission of questions

5. **Submission of questions in advance of the EGM:** Members can submit questions in advance relating to the businesses of the EGM (i) in hard copy by post, to be deposited at the registered office of the Company at 101 Thomson Road, #20-04/05 United Square, Singapore 307591, or (ii) via electronic mail to egm@thomsonmedical.com.

All questions by the members must be submitted by 5.00 p.m. on Tuesday, 12 September 2023, being seven (7) calendar days from the date of the Notice of EGM.

When submitting questions via email or by post, members should provide the Company with the following details to enable the Company to verify their status as members: (i) status: individual shareholder or corporate representative; (ii) full name/full company name (as per CDP/CPF/SRS/Scrip-based records); (iii) NRIC/FIN/Passport No./UEN; (iv) electronic mail address; and (v) contact number (optional).

6. **Submission of questions during the EGM:** Members and their proxy(ies) attending the EGM may ask questions in person at the EGM.

Voting

7. Members (including CPF/SRS Investors) can vote at the EGM themselves or through duly appointed proxy(ies). A member who wishes to appoint a proxy(ies) must submit an instrument appointing the proxy(ies) in accordance with the instructions on the Proxy Form.

8. If a member wishes to appoint a proxy(ies) to attend and vote on his or her behalf, he or she should submit the instrument appointing the proxy(ies) to the Company in the following manner:

(a) if submitted by post, deposited at the registered office of the Company at 101 Thomson Road, #20-04/05 United Square, Singapore 307591; or

(b) if submitted by electronic mail, be sent to gpb@mncsingapore.com,

in each case, by 10.00 a.m. on Sunday, 17 September 2023, being not less than 72 hours before the time appointed for holding the EGM, and in default the instrument of proxy shall not be treated as valid.

9. A member who wishes to submit an instrument of proxy must complete and sign the Proxy Form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.

10. CPF/SRS Investors may:

(a) vote live at the EGM if they are appointed as proxies by their respective CPF Agent Banks/SRS Operators, and should contact their respective CPF Agent Banks/SRS Operators if they have questions regarding their appointment as proxies; or

(b) appoint the Chairman of the EGM as proxy to vote on their behalf at the EGM, in which case they should approach their respective CPF Agent Banks/SRS Operators no later than 10.00 a.m. on 11 September 2023 (being seven (7) working days before the EGM).

NOTICE OF EXTRAORDINARY GENERAL MEETING

Other Information

11. A member of the Company entitled to attend and vote at the EGM, and who is not a Relevant Intermediary (as defined under Section 181(6) of the Companies Act), is entitled to appoint one proxy or two proxies to attend and vote in his place. A member of the Company who is a Relevant Intermediary is entitled to appoint more than two proxies to attend and vote in his place, but each proxy must be appointed to exercise the rights attached to a different Share or Shares held by such member.
12. A member who is a Relevant Intermediary entitled to attend and vote at the EGM is entitled to appoint more than one proxy to attend and vote instead of the member, 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 one proxy, it should annex to the Proxy Form the list of proxies, setting out, in respect of each proxy, the name, address, email address, NRIC/Passport Number and proportion of shareholding (number of Shares and percentage) in relation to which each proxy has been appointed. For the avoidance of doubt, a CPF Agent Bank/SRS Operator who intends to appoint CPF/SRS investors as its proxies shall comply with this note to the Notice of EGM. The appointments shall be invalid unless the member specifies the number of Shares in relation to which each proxy has been appointed in the Proxy Form.
13. The completion and return of a Proxy Form by a member does not preclude him from attending and voting in person at the EGM should he subsequently decide to do so, although the appointment of the proxy shall be deemed to be revoked by such attendance.
14. A Depositor shall not be regarded as a member of the Company and shall not be entitled to attend the EGM and to speak and vote thereat unless his name appears on the Depository Register as at 72 hours before the EGM (i.e. 10.00 a.m. on Sunday, 17 September 2023).
15. A proxy need not be a member of the Company. The Chairman of the Meeting, as proxy, need not be a member of the Company.
16. A corporation which is a member of the Company may authorise by resolutions of its directors or other governing body, such person as it thinks fit to act as its representative at the meeting.
17. The instrument appointing a proxy must be signed by the appointor or his/her attorney duly authorised in writing. Where the instrument appointing a proxy is executed by a corporation, it shall be executed either under its common seal or under the hand of any officer or attorney duly authorised. The power of attorney or other authority, if any, under which the instrument of proxy is signed on behalf of the member or duly certified copy of that power of attorney or other authority (failing previous registration with the Company) shall be attached to the instrument of proxy, failing which the instrument may be treated as invalid.

Important Reminder

Due to the constantly evolving COVID-19 situation, the Company may be required to change its EGM arrangements at short notice. Members are advised to regularly check the Company's website or announcements released on SGXNET for updates on the EGM.

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, 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 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**");
- (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) 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.