ASIAMEDIC LIMITED

(Registration Number: 197401556E)
(Incorporated in the Republic of Singapore)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of the Company will be held at Kent Ridge Guild House, 9 Kent Ridge Drive, Singapore 119241 on 19 January 2016 at 3.00 p.m., for the purpose of considering and, if thought fit, passing the following resolutions which will be proposed as Ordinary Resolutions, with or without any amendment:

*All capitalised terms used below which are not defined herein shall have the same meaning ascribed to them in the Company's circular to Shareholders dated 4 January 2016 (the "**Circular**"), unless otherwise defined herein or where the context otherwise requires.*

RESOLUTION 1: THE PROPOSED PLACEMENT OF AN AGGREGATE OF 11,500,000 NEW ORDINARY SHARES IN THE CAPITAL OF THE COMPANY AT THE PLACEMENT PRICE OF S$0.055 FOR EACH PLACEMENT SHARE TO MR TAN SOO KIAT AND MR KOH BOON HOW, EACH A DIRECTOR OF THE COMPANY (ORDINARY RESOLUTION)

THAT:–

(a) approval be given for the purpose of Rules 804 and 812 of the Catalist Rules, for the Company to allot and issue to the Director Placees an aggregate of 11,500,000 Directors Placement Shares, comprising:

(i) 9,000,000 Directors Placement Shares to Mr Tan Soo Kiat; and

(ii) 2,500,000 Directors Placement Shares to Mr Koh Boon How,

by way of a private placement to the Director Placees at the Placement Price of S$0.055 per Directors Placement Share, in accordance with the terms and conditions of the Directors Subscription Agreements between the Company and the Director Placees; and

(b) the Directors of the Company and each of them be and is hereby authorised to implement, execute, perfect or give effect to complete and do all such acts and things (including executing all such documents as may be required) as they or he may in their/his absolute discretion consider necessary, desirable or expedient in the interests of the Company to complete the Placement and to give effect to this Resolution 1.

RESOLUTION 2: THE PROPOSED IMPLEMENTATION OF THE ASIAMEDIC EMPLOYEE SHARE OPTION SCHEME 2016 (ORDINARY RESOLUTION)

THAT:–

(a) the share incentive scheme to be known as AsiaMedic Employee Share Option Scheme 2016 (the "**AsiaMedic ESOS**"), details of which are set out in the Circular dated 4 January 2016 to the Shareholders, be and is hereby approved;

(b) the Board of Directors of the Company be and is hereby authorised:

(i) to establish and administer the AsiaMedic ESOS;

(ii) to modify and/or alter the AsiaMedic ESOS from time to time provided that such modification and/or alteration is effected in accordance with the provisions of the AsiaMedic ESOS 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 AsiaMedic ESOS; and

(iii) to offer and grant Options in accordance with the provisions of the AsiaMedic ESOS and pursuant to Section 161 of the Companies Act (Chapter 50) of Singapore to allot and issue from time to time such number of Shares as may be required to be issued pursuant to the exercise of the Options under the AsiaMedic ESOS provided always that the aggregate number of Shares in respect of which Options may be granted under the AsiaMedic ESOS shall not exceed fifteen per cent. (15%) of the total issued share capital (excluding treasury shares) of the Company from time to time, and when added to the amount of Shares issued and issuable and/or transferred and transferable in respect of (a) all Shares available under the AsiaMedic ESOS; and (b) all Shares, options or awards granted under any other share option scheme, share award scheme or share incentive scheme of the Company then in force, shall not exceed twenty-five per cent. (25%) of the total issued share capital (excluding treasury shares) of the Company from time to time and provided also that subject to such adjustments as may be made to the AsiaMedic ESOS as a result of any variation in the capital structure of the Company; and

(c) the Directors of the Company and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they and/or he may consider necessary, expedient, incidental or in the interests of the Company to give effect to the transactions contemplated and/or authorised by this Ordinary Resolution.

RESOLUTION 3: THE PROPOSED PARTICIPATION OF THE CONSULTANT RADIOLOGISTS IN THE ASIAMEDIC EMPLOYEE SHARE OPTION SCHEME 2016 (ORDINARY RESOLUTION)

THAT:–

Subject to and contingent upon the passing of Resolution 2 above, approval be and is hereby given for the participation of the Consultant Radiologists (as defined in the Circular), who are not employees of the Group, in the AsiaMedic ESOS.

RESOLUTION 4: THE PROPOSED GRANT OF OPTIONS UNDER THE ASIAMEDIC EMPLOYEE SHARE OPTION SCHEME 2016 AT A DISCOUNT (ORDINARY RESOLUTION)

THAT:–

Subject to and contingent upon the passing of Resolution 2 above, the Board of Directors of the Company be and is hereby authorised to offer and grant Options in accordance with the rules of the AsiaMedic ESOS with exercise prices set at a discount not exceeding twenty per cent. (20%) to the Market Price, as determined by the Committee authorised and appointed to administer the AsiaMedic ESOS, provided that such discount does not exceed the relevant limits as may be set by the SGX-ST from time to time.

BY ORDER OF THE BOARD

Ms Foo Soon Soo
Company Secretary
4 January 2016

Notes:

1. A member entitled to attend and vote at the EGM is entitled to appoint no more than two proxies to attend and vote on his behalf and such proxy need not be a member of the Company.
2. A member of the Company which is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf.
3. The instrument appointing a proxy or proxies must be under the hand of the appointor or his 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 its attorney or a duly authorised officer.
4. An instrument of proxy must be deposited at the registered office of the Company at 350 Orchard Road #08-00, Shaw House, Singapore 238868, not later than 48 hours before the time appointed for the EGM.

Personal data privacy:

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

This Notice has been prepared by the Company and its contents have been reviewed by the Company's Sponsor, Xandar Capital Pte Ltd (the "**Sponsor**"), for compliance with the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited (the "**SGX-ST**"). The Sponsor has not independently verified the contents of this Notice including the accuracy or completeness of any of the information disclosed or the correctness of any of the statements made, opinions expressed or reports contained in this Notice. This Notice has not been examined or approved by the SGX-ST. The SGX-ST and the Sponsor 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 Ms Pauline Sim (Registered Professional, Xandar Capital Pte Ltd) at 3 Shenton Way, #24-02 Shenton House, Singapore 068805, telephone: (65) 6319 4954.