



ASIAMEDIC LIMITED
(Incorporated in Singapore)
(Co. Reg. No. 197401556E)

ASIAMEDIC LIMITED

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of AsiaMedic Limited (the “**Company**”) will be held at Kent Ridge Guild House, 9 Kent Ridge Drive, Singapore 119241 on Tuesday, 26 April 2016 at 10.00 a.m. to transact the following businesses:

ORDINARY BUSINESS

- To receive and adopt the audited financial statements for the financial year ended 31 December 2015 and the Directors’ Statement and Auditors’ Report thereon. **(Resolution 1)**
- To re-elect Dr Hong Hai, a Director retiring pursuant to Article 92 of the Constitution of the Company. **(Resolution 2)**
Dr Hong will, upon re-election as Director of the Company, remain as Chairman of the Remuneration and Nominating Committees, and a member of the Audit and Risk Management Committee. He will be considered independent for the purpose of Rule 704(7) of the Listing Manual (Section B: Rules of Catalyst) (the “**Catalist Rules**”) of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”).
- To re-elect Mr Guo Wenfei, a Director retiring pursuant to Article 92 of the Constitution of the Company. **(Resolution 3)**
- To re-elect Mr Goh Kian Chee, a Director retiring pursuant to Article 93 of the Constitution of the Company. **(Resolution 4)**
Mr Goh will, upon re-election as Director of the Company, remain as Chairman of the Audit and Risk Management Committee and a member of the Remuneration and Nominating Committees. He will be considered independent for the purpose of Rule 704(7) of the Catalyst Rules.
- To re-elect Mr Tan Soo Kiat, a Director retiring pursuant to Article 92 of the Constitution of the Company. **(Resolution 5)**
Mr Tan will, upon re-election as Director of the Company, remain as a member of the Audit and Risk Management, Remuneration and Nominating Committees. He will be considered non-independent for the purpose of Rule 704(7) of the Catalyst Rules.
- To approve Directors’ fee of S\$146,895 for the financial year ended 31 December 2015 (2014: S\$147,279). **(Resolution 6)**
- To re-appoint Ernst & Young LLP as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 7)**

SPECIAL BUSINESS

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

8. Authority to issue shares and instruments convertible into shares

- “That pursuant to Section 161 of the Companies Act, Chapter 50 and the Catalyst Rules, approval be and is hereby given to the Directors of the Company, to:
- issue ordinary shares in the capital of the Company (“**Shares**”) whether by way of rights, bonus or otherwise; and/or
 - 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 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 in their absolute discretion deem fit;
 - issue Shares in pursuance of any Instruments made or granted by the Directors while the authority was in force (notwithstanding the authority conferred by this Resolution may have ceased to be in force) provided always that:
 - 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 100% of the total number of issued Shares, excluding treasury shares, of which the aggregate number of Shares and convertible securities to be issued other than on a pro rata basis to existing shareholders of the Company does not exceed 50% of the total number of issued Shares excluding treasury shares, and for the purpose of this Resolution, the total number of issued Shares excluding treasury shares shall be the Company’s total number of issued Shares excluding treasury shares at the time this Resolution is passed, after adjusting for:
 - new Shares arising from the conversion or exercise of convertible securities;
 - new Shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time this Resolution is passed provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Rules of Catalyst; and
 - any subsequent bonus issue, consolidation or subdivision of Shares;
 - in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Rules of Catalyst for the time being in force (unless such compliance has been waived by the SGX-ST, the Monetary Authority of Singapore or the Sponsor of the Company) and the Constitution for the time being of the Company; and
 - such authority shall, unless revoked or varied by the Company at a general meeting, continue in force until the conclusion of the next annual general meeting or the date by which the next annual general meeting of the Company is required by law to be held, whichever is the earlier;
 - the Directors be and are hereby authorised to do any and all acts which they deem necessary and expedient in connection with paragraphs (a) and (b) above.” **(Resolution 8)**

9. Renewal of the Share Purchase Mandate

“That the Directors of the Company be and are hereby authorised to make purchases of issued and fully-paid ordinary shares in the capital of the Company (“**Shares**”) from time to time (whether by way of market purchases or off-market purchases on an equal access scheme) of up to 10% of the total number of issued ordinary Shares in the capital of the Company as at the date of passing of this Resolution at the price of up to but not exceeding the Maximum Price, in accordance with the “Guidelines on Share Purchases” set out in the Annexure to the Appendix of this Annual Report and this Share Purchase Mandate shall continue in force until (i) the date that the next annual general meeting of the Company is held; (ii) the date that the next annual general meeting of the Company is required by law to be held; (iii) the date on which the authority conferred by the Share Purchase Mandate is revoked or varied; or (iv) the date on which purchases and acquisitions of Shares pursuant to the Share Purchase Mandate are carried out to the full extent mandated, whichever is the earliest.

In this Ordinary Resolution, “Maximum Price” means the maximum price at which the Shares can be purchased pursuant to the Share Purchase Mandate, which shall not exceed the sum constituting 5% above the average closing price of the Shares over the period of five (5) trading days in which transactions in the Shares on the SGX-ST were recorded, in the case of a market purchase, before the day on which such purchase is made, and in the case of an off-market purchase, immediately preceding the date of offer by the Company, as the case may be, and adjusted for any corporate action that occurs after the relevant five (5) day period.” **(Resolution 9)**

10. Authority to grant awards and to allot and issue shares under the AsiaMedic Share Award Scheme

“That the Directors of the Company be and are hereby authorised to offer and grant awards in accordance with the provisions of the AsiaMedic Share Award Scheme (the “Share Award Scheme”) and to allot and issue from time to time such number of fully-paid shares as may be required to be issued pursuant to the vesting of the awards under the Share Award Scheme provided always that the aggregate number of shares which may be issued or transferred pursuant to awards granted under the Share Award Scheme, when added to (i) the number of shares issued and issuable and/or transferred and transferable in respect of all awards granted thereunder; and (ii) all shares issued and issuable and/or transferred and transferable in respect of all options granted or awards granted under the AsiaMedic Employee Share Option Scheme 2016 or any other share incentive schemes or share plans adopted by the Company and for the time being in force shall not exceed 25% of the issued share capital (excluding treasury shares) of the Company on the day preceding the relevant date of award, and subject to such adjustments as may be made to the Share Award Scheme as a result of any variation in the capital structure of the Company.” **(Resolution 10)**

11. Authority to grant options and to allot and issue shares under the AsiaMedic Employee Share Option Scheme 2016

“That the Directors of the Company be and are hereby authorised to offer and grant options in accordance with the provisions of the AsiaMedic Share Option Scheme 2016 (the “AsiaMedic ESOS”) and 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 15% of the total issued capital (excluding treasury shares) of the Company on the day preceding the relevant date of grant of option, and when added to the number 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 the AsiaMedic Share Award Scheme or any other share option scheme, share award scheme or share incentive scheme of the Company then in force, shall not exceed 25% of the issued share capital (excluding treasury shares) of the Company on the day preceding the relevant date of grant of option, and subject to such adjustments as may be made to the AsiaMedic ESOS as result of any variation in the capital structure of the Company.” **(Resolution 11)**

ANY OTHER BUSINESS

- To transact any other business which may be properly be transacted at an annual general meeting.

Dated this 4 April 2016

BY ORDER OF THE BOARD

Foo Soon Soo
Company Secretary

Notes:

- A member who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote at the meeting. Where such member’s form of proxy appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy.
- A member who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the 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’s form of proxy appoints more than two proxies, the number of shares in relation to which each proxy has been appointed shall be specified in the form of proxy.
“Relevant intermediary” has the meaning ascribed to it in Section 181 of the Companies Act, Chapter 50.
- A proxy need not be a member of the Company.
- The instrument appointing a proxy/proxies 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 set for the meeting.

Explanatory Notes:

- Resolution 8, if passed, will empower the Directors of the Company from the date of the above Meeting until the next annual general meeting to issue Shares and convertible securities in the Company up to an amount not exceeding in aggregate 100% of the total number of issued Shares excluding treasury shares of the Company, of which the total number of Shares and convertible securities issued other than on a pro rata basis to existing shareholders shall not exceed 50% of the total number of issued Shares excluding treasury shares of the Company at the time the Resolution is passed, for such purposes as they consider would be in the interests of the Company. The Catalyst Rules currently provide that the total number of issued Shares excluding treasury shares of the Company for this purpose shall be the total number of issued Shares excluding treasury shares at the time this Resolution is passed (after adjusting for new Shares arising from the conversion of convertible securities or share options on issue at the time this Resolution is passed and any subsequent bonus issue, consolidation or subdivision of the Company’s Shares). This authority will, unless revoked or varied at a general meeting, expire at the next annual general meeting of the Company.
- Resolution 9, if passed, will empower the Directors, from the date of the above meeting until the next annual general meeting, to repurchase Shares by way of market purchases or off-market purchases of up to 10% of the issued ordinary share capital of the Company at such price up to the Maximum Price. Information relating to this proposed Resolution is set out in the Appendix attached to the Annual Report.
- Resolution 10, if passed, will empower the Directors to offer and grant awards in accordance with the AsiaMedic Share Award Scheme and to allot and issue shares in the capital of the Company pursuant to the granting of awards under such scheme, which when added to the number of shares issued under any other share incentive schemes or share plans adopted by the Company shall not shall not exceed 25% of the issued share capital (excluding treasury shares) of the Company on the day preceding the relevant date of award.
- Resolution 11, if passed, will empower the Directors to offer and grant options in accordance with the AsiaMedic Share Option Scheme 2016 and to issue Shares in the capital of the Company pursuant to the exercise of options under such scheme which shall not exceed 15% of the total issued capital (excluding treasury shares) of the Company on the day preceding the relevant date of grant of option, and when added to the number of shares issued under any other share incentive schemes or share plans adopted by the Company shall not shall not exceed 25% of the issued share capital (excluding treasury shares) of the Company on the day preceding the relevant date of grant of option.

Personal data privacy:

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

Sponsor statement:

This announcement has been prepared by the Company and reviewed by the Company’s sponsor, Xandar Capital Pte Ltd (the “Sponsor”), for compliance with the Listing Manual (Section B: Rules of Catalyst) of the Singapore Exchange Securities Trading Limited (the “SGX-ST”). The Sponsor has not independently verified the contents of this announcement 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 announcement. This announcement has not been examined or approved by the SGX-ST. The SGX-ST and the Sponsor assume no responsibility for the contents of this announcement including the correctness of any of the statements made, opinions expressed or reports contained in this announcement.

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