



ASIAMEDIC LIMITED NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of the Company will be held at 350 Orchard Road #10-01, Shaw House, Singapore 238868 on 29 November 2019 at 9:30 a.m., for the purpose of considering and, if thought fit, passing the following 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 14 November 2019 (the "Circular"), unless otherwise defined herein or where the context otherwise requires.

ORDINARY RESOLUTION 1: THE RIGHTS ISSUE

That subject to and contingent upon the passing of Ordinary Resolution 2 herein, the renounceable non-underwritten rights issue of up to 1,561,952,500 new ordinary shares in the capital of the Company (the "Rights Shares") at an issue price of S\$0.012 for each Rights Share (the "Issue Price"), on the basis of four (4) Rights Share for every one (1) existing ordinary share (each, a "Share") in the capital of the Company held by shareholders of the Company (the "Shareholders") as at a time and date as the Directors may, in its absolute discretion, determine (the "Books Closure Date"), be and is hereby approved and authority be and is hereby given to the Directors or any of them to:

- (a) allot and issue up to 1,561,952,500 Rights Shares at the Issue Price;
- (b) provisionally allot and issue up to 1,561,952,500 Rights Shares at the Issue Price on the basis of four (4) Rights Share for every one (1) existing Shares held by Shareholders whose names appear in the Register of Members of the Company or the records of The Central Depository (Pte) Limited ("CDP") as at the Books Closure Date (the "Entitled Shareholders") with registered addresses in Singapore or who have, at least three (3) market days prior to the Books Closure Date provided to the CDP or the share registrar of the Company (the "Share Registrar"), as the case may be, addresses in Singapore for the service of notices and documents, on the terms and conditions set out below and/or otherwise on such terms and conditions as the Directors may think fit:
 - i. the provisional allotments of Rights Shares under the Rights Issue shall be made on a renounceable non-underwritten basis to Entitled Shareholders;
 - ii. no provisional allotment of Rights Shares shall be made in favour of, and no application form or other documents in respect thereof shall be issued or sent to Shareholders with registered addresses outside Singapore as at the Books Closure Date and who have not, at least three (3) market Days prior thereto, provided to CDP or the Company, as the case may be, addresses in Singapore for the service of notices and documents ("Foreign Shareholders");
 - iii. the provisional allotment of the Rights Shares which would otherwise accrue to Foreign Shareholders shall be disposed of or dealt with by the Company in such manner and on such terms and conditions as the Directors may, in their absolute discretion, deem fit;
 - iv. provisional allotments of Rights Shares not taken up for any reason, shall be used to satisfy applications of Excess Rights Shares or otherwise dealt with in such manner as the Directors may, in their absolute discretion, deem fit in the interests of the Company; and
 - v. the Rights Shares when issued and fully paid-up will rank *pari passu* in all respects with the then existing Shares save for any dividends, rights, allotments or other distributions that may be declared or paid, the record date for which falls before the date of issue of the Rights Shares;
- (c) the Directors or any of them be and are hereby authorised to fix the Books Closure Date in their absolute discretion; and
- (d) the Directors be and are hereby authorised to take such steps, enter into all such transactions, arrangements and agreements and execute all such documents as may be advisable, necessary or expedient for the purposes of giving effect to the Rights Issue, with full power to assent to any condition, amendment, alteration, modification or variation as may be required by the relevant authorities or as such Directors or any of them may deem fit or expedient or to give effect to this.

ORDINARY RESOLUTION 2: THE PROPOSED WHITEWASH RESOLUTION

That subject to and contingent upon the passing of Ordinary Resolution 1 herein in this Notice of EGM, approval be and is hereby given as follows:

That subject to the satisfaction of all the conditions set out in the Securities Industry Council's letter dated 11 October 2019, Shareholders (other than Luye Medical Group Pte. Ltd. (the "Undertaking Shareholder") and parties acting in concert with it and parties not independent of them) do hereby, on a poll taken, unconditionally and irrevocably waive their rights to receive a mandatory general offer for all the Shares in the Company from the Undertaking Shareholder pursuant to Rule 14 of the Singapore Code on Take-overs and Mergers (the "Code") arising from the Undertaking Shareholder's undertaking of Rights Shares pursuant to the Rights Issue and the Irrevocable Undertaking, in fulfilment of the Undertaking Shareholder's obligations under the Irrevocable Undertaking.

BY ORDER OF THE BOARD

Ms Foo Soon Soo
Company Secretary
14 November 2019

IMPORTANT: Please read notes below. Notes:

1. 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. If no percentage is specified, the first named proxy shall be deemed to represent 100 per cent. (100%) of his shareholding and the second named proxy shall be deemed to be an alternate of the first.
2. 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.
3. A proxy needs not be a member of the Company.
4. 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 72 hours before the time set for the meeting.
5. The instrument appointing a proxy/proxies must be signed by the appointor or his attorney duly authorised in writing. Where the instrument appointing a proxy/proxies is executed by a corporation, it must be executed either under its common seal or under the hand of any officer or attorney duly authorised.
6. A Depositor's name must appear on the Depository Register maintained by The Central Depository (Pte) Limited as at 72 hours before the time fixed for holding the meeting in order for the Depositor to be entitled to attend and vote at the meeting.
7. An investor who buys shares using CPF monies ("CPF Investor") and/or SRS monies ("SRS Investor") (as may be applicable) may attend and cast his/her vote(s) at the meeting in person as proxy of his/her CPF and/or SRS Approved Nominee. CPF and SRS Investors who are unable to attend the meeting but would like to vote, may inform their CPF and/or SRS Approved Nominees to appoint the Chairman of the meeting to act as their proxy, in which case, the CPF and SRS Investors shall be precluded from attending the meeting.

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 of EGM has been prepared by the Company and its contents have been reviewed by the Company's Continuing Sponsor, Xandar Capital Pte. Ltd. (the "Sponsor"), for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited ("SGX-ST") Listing Manual Section B: Rules of Catalyst.

The Sponsor has not independently verified the contents of this Notice of EGM. This Notice of EGM has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this Notice of EGM, including the accuracy, completeness or correctness of any of the statements or opinions made or reports contained in this Notice of EGM.

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.