
NOTICE OF EXTRAORDINARY GENERAL MEETING

RAFFLES MEDICAL GROUP LTD

(Company registration: 198901967K)
(Incorporated in the Republic of Singapore)

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of Raffles Medical Group Ltd (“the **Company**”) will be held at 585 North Bridge Road, Raffles Hospital, #11-00 Singapore 188770 on 30 April 2010 at 11.30 a.m. (or immediately after the conclusion of the Annual General Meeting of the Company to be held at 11.00 a.m. on the same day and at the same place), for the purpose of considering and, if thought fit, passing, with or without amendments, the following Resolutions, of which Resolution 1 will be proposed as a Special Resolution and Resolution 2 will be proposed as an Ordinary Resolution:

RESOLUTION 1: SPECIAL RESOLUTION

THE PROPOSED ALTERATION TO THE ARTICLES OF ASSOCIATION BY THE ADDITION OF ARTICLE 129A

That the Articles of Association of the Company be and are hereby amended in the manner described in Appendix A-1 of the Company’s circular to shareholders of the Company dated 8 April, 2010 (the “**Circular**”).

RESOLUTION 2: ORDINARY RESOLUTION

THE SCRIP DIVIDEND SCHEME

That:

- (1) the scrip dividend scheme to be known as the “**Raffles Medical Group Ltd Scrip Dividend Scheme**” (“**Scrip Dividend Scheme**”), under which the Directors of the Company may, whenever the Directors of the Company or the Company in general meeting have resolved that a dividend (including an interim, final, special or other dividend) be paid or declared on the ordinary share capital of the Company, resolve that shareholders entitled to such dividend may elect to receive an allotment of ordinary shares in the Company credited as fully paid *in lieu* of cash in respect of the dividend, be and is hereby approved; and
- (2) the Directors of the Company be and are hereby authorised:
 - (a) to establish and administer the Scrip Dividend Scheme;
 - (b) to modify and/or alter the Scrip Dividend Scheme from time to time and to do all such acts and things and to enter into all such transactions and arrangements as may be necessary or expedient in order to give full effect to the Proposed Scheme; and
 - (c) pursuant to Section 161 of the Companies Act, Cap. 50, to allot and issue from time to time such number of ordinary shares in the capital of the Company as may be required to be allotted and issued pursuant to the Proposed Scheme.

By Order of the Board

Tay Kim Choon Kimmy
Sok Lee Chandran
Company Secretaries

Singapore, 8 April 2010

NOTICE OF EXTRAORDINARY GENERAL MEETING

IMPORTANT: PLEASE READ NOTES

Notes:

1. A member of the Company entitled to attend and vote at the Extraordinary General Meeting (“the **EGM**”) is entitled to appoint a proxy to attend and vote on his/her behalf. A proxy need not be a member of the Company.
2. The instrument appointing a proxy must be deposited at the Company’s registered office at 585 North Bridge Road, #11-00, Raffles Hospital, Singapore 188770 at least 48 hours before the time fixed for the EGM.
3. The instrument appointing a proxy must be signed by the appointor or his attorney duly authorised in writing. Where the instrument appointing a proxy is executed by a corporation, it must be executed either under its seal or under the hand of any officer or attorney duly authorised. Where the instrument appointing a proxy is signed by an attorney, the letter or power of attorney or a duly certified copy of the same (unless previously registered with the Company) must be lodged with the instrument appointing a proxy.
4. A Depositor’s name must appear on the Depository Register maintained by The Central Depository (Pte) Limited 48 hours before the time fixed for holding the EGM in order for the Depositor to be entitled to attend and vote at the EGM.