

# **MEDI-FLEX LIMITED**

(Incorporated in the Republic of Singapore)

Company Registration No: 200312754H

## **NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the Annual General Meeting of MEDI-FLEX LIMITED will be held at SGX Auditorium, 2 Shenton Way, #02-00 SGX Centre I, Singapore 068840 on Tuesday, 19 April 2005 at 2.30 p.m. for the following purposes:-

### **AS ORDINARY BUSINESS**

1. To receive and, if approved, to adopt the Audited Accounts for the financial year ended 31 December 2004 together with the Directors' Report and Auditors' Report thereon. **Resolution 1**
2. To approve Directors' fees of S\$12,500 for the financial year ended 31 December 2004. **Resolution 2**
3. To re-elect Mr Tu Ah Kim who is retiring under Article 117 of the Articles of Association. **Resolution 3**
4. To re-elect Mr Hew Yew Fook who is retiring under Article 117 of the Articles of Association. **Resolution 4**
5. To re-elect Mr Lim Kwee Gee who is retiring under Article 117 of the Articles of Association. **Resolution 5**
6. To re-elect Mr Tu Kwang Yam who is retiring under Article 117 of the Articles of Association. **Resolution 6**
7. To re-elect Mr Wong Hung Khim who is retiring under Article 117 of the Articles of Association. **Resolution 7**
8. To re-elect Mr Foong Daw Ching who is retiring under Article 117 of the Articles of Association. **Resolution 8**
9. To re-appoint Messrs Ernst & Young, Certified Public Accountants as auditors of the Company and to authorise the Directors to fix their remuneration. **Resolution 9**
10. To transact any other ordinary business this may be properly transacted at an Annual General Meeting.

### **AS SPECIAL BUSINESS**

To consider and, if thought fit, to pass the following resolutions (with or without amendments) as Ordinary Resolutions:-

11. IT WAS RESOLVED THAT pursuant to Section 161 of the Companies Act, Cap. 50 and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited, the Directors be empowered to allot and issue shares and convertible securities in the capital of the Company at any time and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion deem fit PROVIDED ALWAYS THAT the aggregate number of shares and convertible securities to be issued pursuant to this resolution shall not exceed fifty per cent (50%) of the issued share capital of the Company, of which the aggregate number of shares and convertible securities to be issued other than on a pro rata basis to existing shareholders shall not exceed twenty per cent (20%) of the issued share capital of the Company and that such authority shall continue in force until the conclusion of the next Annual General Meeting or the expiration of the period within which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier, unless the authority is previously revoked or varied at a general meeting. For the purposes of this resolution, the percentage of issued share capital shall be based on the Company's issued share capital at the time of the passing of this resolution after adjusting for: -
  - (a) new shares arising from the conversion or exercise of convertible securities or from exercising share options for vesting of share awards outstanding or subsisting at the time of the passing of this resolution provided the options or awards were granted in compliance with the rules of the Listing Manual; and
  - (b) any subsequent consolidation or subdivision of shares. **Resolution 10**
12. IT WAS RESOLVED THAT approval be and is hereby given to the Directors to offer and grant options under the Medi-Flex Employee Share Option Scheme (the "Scheme") and to allot and issue from time to time such number of shares in the Company as may be required to be issued pursuant to the exercise of options under the Scheme, provided always that the aggregate number of shares to be issued pursuant to the Scheme shall not exceed fifteen per cent of the total issue share

capital of the Company from time to time.

## Resolution 11

By Order of the Board

Tan Min-Li  
Chua Kern  
Joint Company Secretaries  
Singapore, 4 April 2005

### Notes :-

- (i) A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote in his stead. A member of the Company, which is a corporation, is entitled to appoint its authorised representative or proxy to vote on its behalf.  
  
A proxy need not be a member of the Company.  
  
The instrument appointing a proxy must be deposited at the Company's registered office at 50 Raffles Quay #29-00, Singapore Land Tower, Singapore 048623 at least 48 hours before the time of the Meeting.
- (ii) If re-elected under Resolution 3, Mr Tu Ah Kim will remain as the Managing Director of the Company and member of the Nominating Committee and the Remuneration Committee.
- (iii) If re-elected under Resolution 4, Mr Hew Yew Fook will remain as an Executive Director of the Company.
- (iv) If re-elected under Resolution 5, Mr Lim Kwee Gee will remain as a Non-Executive Director of the Company and member of the Audit Committee.
- (v) If re-elected under Resolution 6, Mr Tu Kwang Yam will remain as a Non-Executive Director of the Company.
- (vi) If re-elected under Resolution 7, Mr Wong Hung Khim will remain as the Chairman of the Remuneration Committee and of the Nominating Committee and a member of the Audit Committee, and will be considered an Independent Director of the Company.
- (vii) If re-elected under Resolution 8, Mr Foong Daw Ching will remain as the Chairman of the Audit Committee and a member of the Nominating Committee and of the Remuneration Committee, and will be considered an Independent Director of the Company.
- (viii) Resolution 10, if passed, will empower the Directors of the Company to issue shares and convertible securities in the Company up to a maximum of fifty per cent (50%) of the issued share capital of the Company (of which the aggregate number of shares and convertible securities to be issued other than on a pro rata basis to existing shareholders shall not exceed twenty per cent (20%) of the issued share capital of the Company) for such purposes as they consider would be in the interests of the Company. This authority will continue in force until the next Annual General Meeting of the Company or the expiration of the period within which the next Annual General Meeting is required by law to be held, whichever is the earlier, unless the authority is previously revoked or varied at a general meeting.
- (ix) Resolution 11 above, if passed, will empower the Directors to issue shares pursuant to the Medi-Flex Employee Share Option Scheme (the "Scheme"), which was approved at the Extraordinary General Meeting of the Company held on 15 September 2004 of up to an amount not exceeding in total of fifteen per cent (15 %) of the issued share capital of the Company from time to time pursuant to the exercise of the options under the Scheme. This authority will, unless revoked or varied at a general meeting, expire at the next Annual General Meeting of the Company.