

# MEDI-FLEX



## MEDI-FLEX LIMITED

(Incorporated in the Republic of Singapore)  
(Registration No. 200312754H)

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the Annual General Meeting of Medi-Flex Limited ("Company") will be held at the Singapore Exchange Ltd, SGX Auditorium, 2 Shenton Way #02-02, Podium SGX Centre 1, Singapore 068804 on 7 December 2007 at 12.00 noon for the following purposes :

#### AS ORDINARY BUSINESS

1. To receive and, if approved, to adopt the Audited Accounts of the Company for the financial year ended 31 August 2007 together with the Directors' Report and Auditors' Report thereon. Resolution 1
2. To approve Directors' Fee of S\$45,896.00 for the financial year ended 31 August 2007. Resolution 2
3. To re-elect Mr Foong Daw Ching who is retiring under Article 107 of the Articles of Association. Resolution 3
4. To re-elect Mr Wong Hung Khim who is retiring under Article 107 of the Articles of Association. Resolution 4
5. To re-appoint Messrs Ernst & Young, Certified of Public Accountants as auditors of the Company and to authorise the Directors to fix their remuneration. Resolution 5
6. To transact any other ordinary business which 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:-

7. AUTHORISATION TO ISSUE SHARES AND CONVERTIBLE SECURITIES Resolution 6

THAT pursuant to Section 161 of the Companies Act, Cap. 50 (the "Act") 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 percent (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 percent (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.

8. THE MEDI-FLEX EMPLOYEE SHARE OPTION SCHEME Resolution 7

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 percent (15%) of the total issued capital of the Company from time to time.

9. APPROVAL OF THE GENERAL MANDATE FOR INTERESTED PERSON TRANSACTIONS Resolution 8

THAT approval be and is hereby given for the purposes of Chapter 9 of the Listing Manual (the "Listing Manual") of the Singapore Exchange Securities Trading Limited (the "SGX-ST") for the Company, its subsidiaries and associated companies or any of them to enter into any of the transactions falling within the types of interested person transactions (the "Recurrent Transactions") set out in the Company's Circular to Shareholders dated 21 November 2007 (the "Circular"), with any party who is of the classes of Interested Persons described in the Circular, provided that such interested person transactions are carried out on normal commercial terms and in accordance with the review procedures for Recurrent Transactions as set out in the Circular (the "General Mandate");

THAT the General Mandate shall, unless revoked or varied by the Company in general meeting, continue in force until the conclusion of the next Annual General Meeting of the Company;

THAT the Audit Committee of the Company be and is hereby authorized to take such action as it deems proper in respect of procedures and/or to modify or implement such procedures as may be necessary to take into consideration any amendment to Chapter 9 of the Listing Manual which may be prescribed by the SGX-ST from time to time; and

THAT the Directors of the Company and each of them be hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they or he may consider expedient or necessary or in the interests of the Company to give effect to the General Mandate and/or this Resolution.

By Order of the Board

Tan Min-Li  
Company Secretary

Date : 21 November 2007

#### Notes :

- a) A member entitled to attend and vote at the Meeting is entitled to appoint not more than two proxies to attend and vote in his stead. A proxy need not be a member of the Company.
- b) Where a member of the Company appoint two proxies, he shall specify the proportion of his shareholding (expressed as a percentage of the whole) to be represented by each such proxy.
- c) The instrument appointing a proxy or proxies must be under the hand of the appointor or of his attorney duly authorized 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 duly authorized officer. The instrument appointing a proxy or proxies must be deposited at the Company's registered office at 36 Carpenter Street Singapore 059915 at least 48 hours before the time of the Meeting.
- d) If re-elected under Resolution 3, Mr Foong Daw Ching will remain as an Independent Director of the Company.
- e) If re-elected under Resolution 4, Mr Wong Hung Khim will remain as an Independent Director of the Company.
- f) Resolution 6, if passed, will empower the Directors of the Company to issue shares and convertible securities in the Company up to a maximum of fifty percent (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 percent (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.