UG HEALTHCARE CORPORATION LIMITED

(Incorporated in the Republic of Singapore)
Company Registration No. 201424579Z

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of UG Healthcare Corporation Limited (the "**Company**") will be held at YMCA Singapore, One Orchard Road, Singapore 238824 on Tuesday, 20 October 2015 at 10.00 a.m. to transact the following business: -

Ordinary Business

1. To receive and adopt the Audited Financial Statements of the Company for the financial year ended 30 June 2015 together with the Directors' Report and the Auditors' Report thereon. **[Resolution 1]**
2. To re-elect the following Directors retiring pursuant to Article 104 and 108 of the Company's Articles of Association:

   Article 104:
   Lim Teck Chai, Danny **[Resolution 2]**

   Article 108:
   Ang Beng Teck **[Resolution 3]**
   Wong See Keong **[Resolution 4]**
   Lee Jun Yih **[Resolution 5]**
   Lee Jun Linn **[Resolution 6]**
   Lee Keck Keong **[Resolution 7]**
   Yip Wah Pung **[Resolution 8]**
   Ng Lip Chi, Lawrence **[Resolution 9]**
   [Explanatory Note (1)]
3. To approve the sum of S$44,887 as Directors' fees for the financial year ended 30 June 2015. **[Resolution 10]**
4. To approve the sum of S$225,000/- as Directors' fees for the financial year ending 30 June 2016.
   [Explanatory Note (2)] **[Resolution 11]**
5. To re-appoint Messrs Mazars LLP as Auditors of the Company and to authorise the Directors to fix their remuneration. **[Resolution 12]**
6. To transact any other business that may properly be transacted at an annual general meeting.

Special Business

To consider and, if thought fit, to pass the following as Ordinary Resolution, with or without modifications: -

7. Authority to allot and issue shares in the capital of the Company

   That pursuant to Section 161 of the Companies Act and Rule 806 of the Listing Manual (Section B: Rules of Catalist) of the Singapore Exchange Securities Trading Limited ("**Catalist Rules**") and the Articles of Association of the Company, authority be and is hereby given to the Directors to:

   (a) (i) allot and issue shares in the capital of the Company ("**Shares**") , whether by way of rights, bonus or otherwise; and/or

   (ii) 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) options, 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 may in their absolute discretion deem fit; and

   (b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue Shares in pursuant of any Instruments made or granted by the Directors while this Resolution was in force, provided that:

   (1) the aggregate number of Shares to be issued (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution), does not exceed one hundred percent (100%) of the total number of issued Shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of Shares and convertible securities to be issued (including Shares to be issued pursuant to the Instruments) other than on a pro rata basis to existing shareholders of the Company shall not exceed fifty per cent (50%) of the total number of issued Shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below); and

   (2) (subject to such manner of calculation and adjustments as may be prescribed by the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") for the purpose of determining the aggregate number of Shares (including Shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) that may be issued under sub-paragraph (1) above, the percentage of Shares (excluding treasury shares) that may be issued shall be based on the Company's total number of issued Shares (excluding treasury shares) at the date of the passing of this Resolution, after adjusting for (a) new Shares arising from the conversion or exercise of convertible securities or (b) new Shares arising from the exercising of share options or vesting of share awards outstanding and/or subsisting at the time of passing of this Resolution; provided that the options or awards were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and (c) any subsequent bonus, consolidation or subdivision of Shares.

   (3) in exercising the authority conferred by this Resolution, the Company shall comply with the requirements imposed by the SGX-ST from time to time and the provisions of the Catalist Rules for the time being in force (in each case, unless such compliance has been waived by the SGX-ST), all applicable legal requirements under the Companies Act, and otherwise, the Articles of Association for the time being of the Company.

   (4) Unless previously revoked or varied by the Company in general meeting, such authority conferred by this Resolution shall continue in force until the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required by law to be held, whichever is the earlier."
   [Explanatory Note (3)] **[Resolution 13]**
8. Authority to allot and issue shares under:

   (A) The Unigloves Employee Share Option Scheme

   That pursuant to Section 161 of the Companies Act, Chapter 50, authority be and is hereby given to the Directors to:

   (i) offer and grant options ("**Options**") from time to time in accordance with the rules of the Unigloves Employee Share Option Scheme (the "**Unigloves ESOS**"); and

   (ii) allot and issue from time to time such number of Shares as may be required to be issued pursuant to the exercise of options granted under the Unigloves ESOS,

   provided always that the aggregate number of Shares to be issued pursuant to the Unigloves ESOS, when aggregated to the aggregate number of Shares issued and issuable or transferred and to be transferred in respect of all options or awards under any other share option schemes or share schemes, shall not exceed fifteen percent (15%) of the total number of issued Shares (excluding treasury shares), on the day immediately preceding the date on which an offer to grant an Option is made. The grant of Options can be made at any time from time to time and that such authority shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required by law to be held, whichever is earlier.
   [Explanatory Note (4)] **[Resolution 14A]**

   (B) Unigloves Performance Share Plan

   That pursuant to Section 161 of the Companies Act, Chapter 50, authority be and is hereby given to the Directors to:

   (i) offer and grant awards ("**Awards**") from time to time in accordance with the rules of the Unigloves Performance Share Plan (the "**Unigloves PSP**"); and

   (ii) allot and issue from time to time such number of Shares as may be required to be issued pursuant to the vesting of Awards granted under the Unigloves PSP,

   provided always that the aggregate number of Shares to be issued or transferred pursuant to the Awards granted under the Unigloves PSP, when aggregated with the aggregate number of Shares over which options are granted under any other share option schemes, shall not exceed fifteen percent (15%) of the total number of issued Shares (excluding treasury shares) from time to time and that such authority shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required by law to be held, whichever is earlier.
   [Explanatory Note (4)] **[Resolution 14B]**

By Order of the Board
Sharon Yeoh
Company Secretary
5 October 2015
Singapore

Explanatory Notes:

(1) **Resolution 2** - Mr Lim Teck Chai, Danny, if re-elected, will remain as the Independent Non-Executive Director, Chairman of the Nominating Committee and a member of the Audit Committee. The Board considers Mr Lim Teck Chai, Danny to be independent pursuant to Rule 704(7) of the Catalist Rules.

Resolution 3 - Mr Ang Beng Teck, if re-elected, will remain as the Executive Director and Chief Executive Officer of the Company.

Resolution 4 - Mr Wong See Keong, if re-elected, will remain as the Executive Director of the Company.

Resolution 5 - Mr Lee Jun Yih, if re-elected, will remain as the Executive Director of the Company.

Resolution 6 - Mr Lee Jun Linn, if re-elected, will remain as the Executive Director of the Company.

Resolution 7 - Mr Lee Keck Keong, if re-elected, will remain as the Non-Executive Director of the Company and a member of the Audit, Remuneration and Nominating Committees. The Board considers Mr Lee Keck Keong to be non-independent pursuant to Rule 704(7) of the Catalist Rules.

Resolution 8 - Mr Yip Wah Pung, if re-elected, will remain as the Independent Non-executive Chairman, Chairman of the Audit Committee and a member of the Remuneration Committee. The Board considers Mr Yip Wah Pung to be independent pursuant to Rule 704(7) of the Catalist Rules.

Resolution 9 - Mr Ng Lip Chi, Lawrence, if re-elected, will remain as the Independent Non-executive Director, Chairman of the Remuneration Committee and a member of the Audit and Nominating Committees. The Board considers Mr Ng Lip Chi, Lawrence to be independent pursuant to Rule 704(7) of the Catalist Rules.

Key information on the Directors to be re-elected above are found on pages 10 to 11 of the annual report.

(2) **Resolution 11** - This Resolution is to facilitate payment of Directors' fees during the financial year in which the fees are incurred. The aggregate amount of Directors' fees provided in the resolution is calculated on the assumption that all the present Directors will hold office for the whole of the financial year ending 30 June 2016 ("**FY2016**"). Should any Director hold office for only part of FY2016 and not the whole of FY2016, the Director's fee payable to him will be appropriately pro-rated.

(3) **Resolution 13** - This Resolution, if passed, will empower the Directors, effective until (i) the conclusion of the next annual general meeting, or (ii) the date by which the next annual general meeting of the Company is required by law to be held or (iii) the date on which such authority is varied or revoked by the Company in a general meeting, whichever is the earliest, to issue Shares, make of grant instruments convertible into Shares and to issue Shares pursuant to such instruments, up to a number not exceeding, in total, one hundred percent (100%) of issued share capital of the Company (excluding treasury shares), of which up to fifty percent (50%) may be issued other than on a pro-rata basis to existing shareholders of the Company.

(4) **Resolution 14A and 14B** - This Resolution, if passed, will empower the Directors of the Company to allot and issue Shares pursuant to the exercise of Options and vesting of Awards under the Unigloves ESOS and Unigloves PSP respectively, provided that the aggregate number of Shares to be issued pursuant to the Unigloves ESOS and Unigloves PSP, when aggregated to the number of Shares issued and issuable or transferred and to be transferred under any other share option schemes or share schemes of the Company shall not exceed fifteen percent (15%) of the total number of issued shares (excluding treasury shares) of the Company from time to time.

Notes:-

1. A member of the Company shall be entitled to appoint not more than two proxies to attend and vote at the annual general meeting on his behalf. A proxy need not be a member of the Company.
2. The instrument appointing a proxy or proxies must be under the hand of the appointer or of his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation or a limited liability partnership, it must be executed under its common seal or under the hand of its attorney duly authorised.
3. The instrument appointing a proxy, together with the power of attorney or a duly certified copy of that power of attorney or other authority (failing previous registration with the Company) shall be attached to the instrument of proxy and must be left at the Registered Office of the Company not less than 48 hours before the time appointed for the holding of the annual general meeting or adjourned meeting at which it is to be used failing which the instrument may be treated as invalid.
4. Where a member appoints more than one proxy, the member shall specify the proportion of his shareholding to be represented by each proxy. If no such proportion or number is specified the first named proxy may be treated as representing 100% of the shareholding and any second named proxy as an alternated to the first named.
5. A corporation or a limited liability partnership which is a member may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at the annual general meeting.
6. The instrument appointing a proxy or proxies, duly executed, must be deposited at the office of the Company's Share Registrar at 8 Robinson Road, #03-00, ASO Building, Singapore 048544 not less than 48 hours before the time appointed for the holding of the annual general meeting.

This Notice has been prepared by UG Healthcare Corporation Limited (the "Company") and its contents have been reviewed by the Company's Sponsor, SAC Capital Private Limited (the "Sponsor"), for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited ("SGX-ST"). The Sponsor has not independently verified the contents of this Notice.

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

The contact person for the Sponsor is Ms Tan Pei Woon (telephone no.: (65) 65323829) at 1, Robinson Road, #21-02 AIA Tower, Singapore 048542.

PERSONAL DATA PRIVACY

Where a member of the Company submits an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the annual 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 annual general meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the annual 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.