

THIS FORM OF ACCEPTANCE AND TRANSFER FOR OFFER SHARES ("FAT") IS AN IMPORTANT DOCUMENT AND REQUIRES YOUR IMMEDIATE ATTENTION. THIS FAT IS NOT A TRANSFERABLE OR NEGOTIABLE DOCUMENT AND IS ONLY FOR USE BY SHAREHOLDERS WHOSE OFFER SHARES ARE NOT DEPOSITED WITH THE CENTRAL DEPOSITORY (PTE) LIMITED ("CDP"). IF YOU ARE IN ANY DOUBT ABOUT THE ACTION TO BE TAKEN, YOU SHOULD CONSULT YOUR STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT, TAX ADVISOR OR OTHER PROFESSIONAL ADVISOR IMMEDIATELY.

THIS FAT RELATES TO THE OFFER DOCUMENT DATED 4 OCTOBER 2022 IN RELATION TO THE OFFER (AS DEFINED BELOW). UNLESS OTHERWISE DEFINED OR THE CONTEXT REQUIRES OTHERWISE, CAPITALISED TERMS USED IN THIS FAT BEAR THE SAME MEANINGS ASCRIBED TO THEM IN THE OFFER DOCUMENT.

THE AVAILABILITY OF THE OFFER TO SHAREHOLDERS WHOSE ADDRESSES ARE OUTSIDE SINGAPORE ("OVERSEAS PERSONS") AS SHOWN IN THE REGISTER OF MEMBERS (THE "REGISTER") OF THE COMPANY MAY BE AFFECTED BY THE LAWS OF THE RELEVANT OVERSEAS JURISDICTIONS. SUCH OVERSEAS PERSONS ARE ADVISED TO READ THE SECTION ENTITLED "OVERSEAS PERSONS" IN THE OFFER DOCUMENT.

**VOLUNTARY CONDITIONAL GENERAL OFFER FOR  
SINGAPORE MEDICAL GROUP LIMITED (THE "OFFER")  
FORM OF ACCEPTANCE AND TRANSFER FOR OFFER SHARES**

(DO NOT SUBMIT THIS FAT TO TRICOR BARBINDER SHARE REGISTRATION SERVICES IF YOU DO NOT WISH TO ACCEPT THE OFFER.)

**Declaration by Shareholder**

I/We wish to accept the Offer for the number of Offer Shares as indicated below.

(1) Number of Offer Shares Tended in Acceptance of the Offer	(2) Share Certificate No(s).	(3) Consideration Please check <u>ONLY ONE</u> of Box A or Box B <sup>(1)</sup>		FOR OFFICIAL USE
		Box A – CASH Consideration	Box B – SHARE Consideration <sup>(2)(3)</sup>	

- Notes:**
- Shareholders who accept the Offer may elect to receive the Cash Consideration **OR** the Share Consideration, but **NOT** a combination thereof, as the Offer Consideration for their Offer Shares. Please read paragraph 1 of the instructions contained herein carefully on how to fill in this FAT.
  - You will receive one New Offeror Share for each Offer Share, and the issue price for each New Offeror Share shall be equivalent to the Cash Consideration. The New Offeror Shares are in an unlisted company, and Shareholders should carefully consider the restrictions attached to the Offeror Shares and the risk factors set out in Appendix I and Appendix II to the Offer Document.
  - In the event that a Shareholder maintains an address recorded in the Register that is not within Singapore and does not provide an address in Singapore below, such Shareholder shall be deemed to have elected and shall receive the Cash Consideration for all of its Offer Shares tendered in acceptance of the Offer.

**Closing date and time: 5:30pm (Singapore time) on 1 November 2022 or such later date(s) as may be announced from time to time by or on behalf of the Offeror (the "Closing Date").**

I/We, \_\_\_\_\_ (Passport/NRIC/Company Registration Number) \_\_\_\_\_  
 \_\_\_\_\_  
 (Full name(s) of Shareholder and joint Shareholder(s), if any)  
 of (Singapore Address) \_\_\_\_\_  
 Telephone No. (Office/Home): \_\_\_\_\_ (Handphone): \_\_\_\_\_  
 E-mail: \_\_\_\_\_

do hereby transfer to the Offeror or any person nominated in writing by the Offeror (hereinafter referred to as the "Transferee") the Offer Shares as stated in (1) above comprised in the share certificate(s) stated in (2) above. If the number of Offer Shares tendered in acceptance of the Offer as inserted in (1) exceeds the number of Offer Shares represented by the share certificate(s) and/or other document(s) of title accompanying this FAT, or if no such number of Offer Shares is inserted, then I/we shall be deemed to have accepted the Offer in respect of all the Offer Shares as represented by the share certificate(s) and/or other document(s) of title accompanying this FAT.

**The consideration for acceptance of the Offer is as indicated in (3) above, subject to paragraph 1 of the instructions overleaf.**  
**My/Our acceptance of the Offer, by way of completion, execution and submission of this FAT to Tricor Barbinder Share Registration Services (the "Share Registrar"), is subject to the terms and conditions set out in the Offer Document and in this FAT.**

**Irrevocable Acceptance.** My/Our completion, execution and submission of this FAT to the Share Registrar shall constitute my/our irrevocable acceptance of the Offer, upon the terms and subject to the conditions contained in the Offer Document and this FAT.

**Assistance.** I/We irrevocably undertake to execute such other documents and to do such acts and things as may be required to give effect to such acceptance and the transfer of the Offer Shares tendered in acceptance of the Offer to the Offeror or the Transferee, and to enable the Offeror or the Transferee to exercise all rights and receive all benefits accruing to or arising from the abovementioned Offer Shares as specified in the Offer Document.

**Warranty.** I/We unconditionally and irrevocably warrant that the Offer Shares in respect of which the Offer is accepted by me/us are, and when transferred to the Offeror or the Transferee will be, (i) fully paid-up; (ii) free from all liens, equities, mortgages, charges, encumbrances, rights of pre-emption and other third party rights and interests of any nature whatsoever; and (iii) together with all rights, benefits and entitlements attached thereto as at the Offer Announcement Date and thereafter attaching thereto (including the right to receive and retain all dividends, rights, other distributions and return of capital, if any, which may be announced, declared, paid or made thereon by Singapore Medical Group Limited on or after the Offer Announcement Date).


**Authorisation.** I/We irrevocably authorise any person nominated in writing by the Offeror or by the Transferee to date this FAT and to complete the particulars of the Offeror or the Transferee on my/our behalf. I/We irrevocably authorise and direct the Offeror or its agent to:


- (where I/we have elected, or have been deemed to have elected, the **Cash Consideration**) send a crossed cheque in Singapore Dollars drawn on a bank operating in Singapore for the appropriate amount being the consideration for the Offer Shares payable to me/us by ordinary post to my/our Singapore address as it appears in the Register at my/our own risk (or to such Singapore address as may be specified in this FAT) and at my/our own risk, or make payment in such other manner as may be agreed between the agent and me/us; and
- (where I/we have elected to receive the **Share Consideration**) share certificate(s) for the appropriate number of New Offeror Shares issued to me/us by ordinary post to my/our Singapore address as it appears in the Register at my/our own risk (or to such Singapore address as may be specified in this FAT) and at my/our own risk.

**If you wish to accept the Offer, please sign below.**

PLEASE SIGN HERE

**FOR INDIVIDUAL SHAREHOLDERS**

Signed, sealed and delivered by the above-named Shareholder/first-named joint Shareholder in the presence of: \_\_\_\_\_ )  
 Witness' Signature: \_\_\_\_\_ )  
 Name: \_\_\_\_\_ )   
 NRIC/Passport No.: \_\_\_\_\_ )  
 Address: \_\_\_\_\_ )  
 Occupation: \_\_\_\_\_ ) \_\_\_\_\_  
 Signature of Shareholder/first-named joint Shareholder

Signed, sealed and delivered by the second-named joint Shareholder in the presence of: \_\_\_\_\_ )  
 Witness' Signature: \_\_\_\_\_ )  
 Name: \_\_\_\_\_ )   
 NRIC/Passport No.: \_\_\_\_\_ )  
 Address: \_\_\_\_\_ )  
 Occupation: \_\_\_\_\_ ) \_\_\_\_\_  
 Signature of second-named joint Shareholder, if any

**FOR CORPORATE SHAREHOLDERS**

The Common Seal of the above-named Shareholder was hereunto affixed in the presence of:  
 \_\_\_\_\_ )  
 \_\_\_\_\_ )  
 Director Director/Secretary: \_\_\_\_\_ )

- Notes:**
- A husband must not witness the signature of his wife and *vice versa*.
  - In the case of joint shareholdings, this FAT must be signed by all joint Shareholders.
  - In the case of a corporation, this FAT must be executed under its common seal, the seal being affixed and witnessed in accordance with its Constitution and/or other constitutive documents and/or other regulations. If a corporation does not by the law of the country of its incorporation require a common seal to execute this FAT, this FAT may be executed in such other manner so as to be binding on the corporation under the laws of the country of its incorporation and acceptable to the Offeror. The Offeror will be entitled to call for such evidence of due execution or authority as it may think fit.

**FOR OFFICIAL USE**

The Offeror/Transferee hereby accepts the transfer of the number of Offer Shares as specified or comprised in this FAT subject to the terms and conditions in the Offer Document and this FAT.  
 \_\_\_\_\_  
 Authorised Signatory(ies)

## INSTRUCTIONS

This FAT is for the use of Shareholders who wish to accept the Offer in respect of all or part of the total number of Offer Shares represented by the share certificate(s) held by them which have not been deposited with CDP. Shareholders who hold the share certificate(s) for the Offer Shares beneficially owned by them and who wish to accept the Offer in respect of such Offer Shares should not deposit their share certificate(s) with CDP during the period commencing on the date of the Offer Document and ending on the Closing Date (both dates inclusive). Shareholders who deposit their share certificate(s) in respect of the Offer Shares beneficially owned by them with CDP during this period may not have their respective Securities Accounts credited with the relevant number of Offer Shares in time for them to accept the Offer. This FAT and the provisions herein constitute an integral part of the Offer Document. Further provisions relating to acceptance are set out in Appendix VI to the Offer Document.

This FAT has been sent to you on the understanding that all your Offer Shares are registered in your name. If, however, you hold share certificates in respect of some or all of the Offer Shares which are held on your behalf by CDP and you wish to accept the Offer in respect of some or all of those Offer Shares, you should complete, sign and submit at your own risk, the Form of Acceptance and Authorisation for Offer Shares (the "FAA") in accordance with the instructions printed thereon. A copy of the FAA may be obtained upon production of satisfactory evidence that you are a Shareholder or have purchased Shares on the Singapore Exchange Securities Trading Limited ("SGX-ST") (as the case may be) from CDP by submitting a request to CDP via telephone (+65 6535 7511) during their operating hours or email services (asksgx@sgx.com). Electronic copies of the FAA may also be obtained on the website of the SGX-ST at <https://www.sgx.com> and on the website of the Company at <https://smg.sg/>.

1. **Acceptance.** If you wish to accept the Offer, you should:

- (a) complete page 1 of this FAT in accordance with the Offer Document and the instructions printed on this FAT. **In particular, you must state in (1) the number of Offer Shares in respect of which you wish to accept the Offer and state in (2) the share certificate number(s) of the relevant share certificate(s).** If you:

- (i) do not specify a number in (1); or  
(ii) specify a number in (1) which exceeds the number of Offer Shares as represented by the share certificate(s) attached hereto and/or other document(s) of title accompanying this FAT, you shall be deemed to have accepted the Offer in respect of all the Offer Shares represented by the share certificate(s) attached hereto and/or other document(s) of title accompanying this FAT;
- (b) sign this FAT in accordance with the Offer Document and the instructions printed on this FAT (which provisions and instructions shall be deemed to form part of the terms of the Offer);

(c) deliver:

- (i) the duly completed and signed original of this FAT in its entirety (no part may be detached or otherwise mutilated);  
(ii) the share certificate(s), other document(s) of title and/or relevant document(s) required by the Offeror relating to the Offer Shares in respect of which you wish to accept the Offer; and  
(iii) any other relevant document(s).

**either by hand or by post in the enclosed pre-addressed envelope at your own risk, to TLW SUCCESS PTE. LTD., c/o Tricor Barbinder Share Registration Services, 80 Robinson Road, #11-02, so as to arrive NOT LATER THAN 5.30 P.M. (SINGAPORE TIME) ON THE CLOSING DATE.**

This FAT must be sent in its entirety to TLW SUCCESS PTE. LTD., c/o Tricor Barbinder Share Registration Services, 80 Robinson Road, #11-02, Singapore 068898 duly completed and signed in its originality in accordance with these instructions and no part may be detached or otherwise mutilated. Settlement of the consideration under the Offer will be subject to, amongst other things, the receipt of all relevant documents, properly completed. Acceptance in the form of this FAT received by TLW SUCCESS PTE. LTD., c/o Tricor Barbinder Share Registration Services, at the address listed above on a Saturday, Sunday or public holiday will only be processed and validated on the next business day; and

- (d) (i) if you wish to elect to receive the **Cash Consideration**, check Box A in (3); **OR**  
(ii) if you wish to elect to receive the **Share Consideration**, check Box B in (3), **AND**  
please check **ONLY ONE BOX**.

For the purposes of the FAT, a "check" is defined as a "✓" or "X" or such other forms of annotation to be determined by the Offeror in its absolute discretion for the purpose of ascertaining the accepting Shareholder's acceptance intention.

If you:

- (aa) **do not check** Box A or Box B in (3);  
(bb) **check both** Box A and Box B in (3); or  
(cc) (I) **check Box B** in (3); and (II) maintain an address recorded in the Register that is not within Singapore **and do not provide the Share Registrar with an address in Singapore** in this FAT,

you shall be deemed to have elected and shall receive the **Cash Consideration** for **ALL** (and not part of) the Offer Shares in respect of which the Offer is accepted.

By electing to receive the Share Consideration, you hereby (A) irrevocably apply for and request that the Offeror allot the relevant number of New Offer Shares at an issue price equivalent to the Cash Consideration, credited as fully paid, to you; and (B) designate your particulars set out above for service of notice of all members' meetings of the Offeror and confirm that notice to the stated Singapore address will constitute good and sufficient notice to you (subject to any change in particulars as notified by you to the Offeror).

2. **Unregistered Shareholding.** If your Offer Shares are represented by share certificate(s) which are not registered with the Company in your own name, you must send in, at your own risk, the relevant share certificate(s), other document(s) of title and/or other relevant document(s) required by the Offeror together with this duly completed and signed original FAT in its entirety (no part may be detached or otherwise mutilated), accompanied by transfer form(s), duly completed and executed by the person(s) registered with the Company as the holder(s) of the Offer Shares and stamped, with the particulars of the transferee left blank (to be completed by the Offeror or Transferee or a person authorised by either).

3. **Date of FAT.** Please do not date this FAT or insert the name of the Offeror or the Transferee. This will be done on your behalf by a person nominated by the Offeror or the Transferee.

4. **Unavailable/Missing Documents.** If you are recorded in the Register as holding Offer Shares but do not have the relevant share certificate(s) relating to such Offer Shares, you, at your own risk, are required to procure the Company to issue such share certificate(s) in accordance with the Constitution of the Company and then deliver such share certificate(s) in accordance with the procedures set out in the Offer Document and in this FAT. If your share certificate(s), transfer form(s) and/or other relevant document(s) required by the Offeror, is/are not readily available or is/are lost, please contact **Tricor Barbinder Share Registration Services, 80 Robinson Road, #11-02, Singapore 068898**. This FAT should nevertheless be completed and delivered as above if you wish to accept the Offer. The unavailable/missing document(s) and/or satisfactory indemnities or appropriate statutory declarations should be forwarded to **TLW SUCCESS PTE. LTD., c/o Tricor Barbinder Share Registration Services, 80 Robinson Road, #11-02, Singapore 068898** as soon as possible thereafter but in any event **before 5.30 p.m. (Singapore time) on the Closing Date**.

5. **Shareholder Abroad.** If a Shareholder is away from home, for example, abroad or on holiday, this FAT should, subject to the terms set out in the section entitled "Overseas Persons" in the Offer Document, be sent by the quickest means (for example, express air mail) to the Shareholder for completion and execution, or if he has executed a Power of Attorney, this FAT may be signed by the attorney but the attorney's signature in this FAT must be accompanied by a statement stating that this FAT is "signed under a Power of Attorney which is still in force, no notice of revocation having been received". In the latter case, the original Power of Attorney or a certified true copy thereof must be attached with this FAT. No other signatures are acceptable.

It is the responsibility of any Shareholder who is an Overseas Person who has requested for the Notification Letter, this FAT and/or any related documents, or who wishes to accept the Offer, to satisfy himself as to the full observance of the laws of the relevant jurisdiction in that connection, including the obtaining of any governmental or other consent which may be required, and compliance with all necessary formalities or legal requirements and the payment of any taxes, imposts, duties or other requisite payments due in such jurisdiction. In (a) requesting for the Notification Letter, this FAT and/or any related documents and/or (b) in accepting the Offer, the Overseas Person represents and warrants to the Offeror, EYCF and the Share Registrar that he is in full observance of the laws of the relevant jurisdiction in that connection, and that he is in full compliance with all necessary formalities or legal requirements. If any Overseas Persons is in any doubt about his position, he should consult his professional adviser in the relevant jurisdiction. Overseas Persons who wish to elect to receive the Share Consideration are required to provide an address in Singapore in the FAT.

6. **No Acknowledgement.** No acknowledgement of receipt of any FAT, share certificate(s), other document(s) of title, transfer form(s) and/or any other relevant document(s) required by the Offeror will be given.

7. **Deceased Shareholders.**

(a) **If the sole Shareholder is deceased and if:**

- (i) the Grant of Probate or Letters of Administration have been registered and lodged with the Share Registrar, this FAT must be completed and signed by all the personal representative(s) of the deceased and submitted to **TLW SUCCESS PTE. LTD., c/o Tricor Barbinder Share Registration Services, 80 Robinson Road, #11-02, Singapore 068898** by post at your own risk using the enclosed pre-addressed envelope; or

(ii) the Grant of Probate or Letters of Administration have not been registered and lodged with the Share Registrar, all the personal representative(s) of the deceased must personally proceed together to the Share Registrar with the original Grant of Probate or Letters of Administration. The Grant of Probate or Letters of Administration must be registered and lodged with Tricor Barbinder Share Registration Services before the personal representative(s) of the deceased can effect the transfer of the Offer Shares.

(b) **If one of the joint Shareholders is deceased,** this FAT must be completed and signed by all the surviving joint Shareholder(s) and lodged with **TLW SUCCESS PTE. LTD., c/o Tricor Barbinder Share Registration Services, 80 Robinson Road, #11-02, Singapore 068898**, accompanied by the Death Certificate, Grant of Probate or Letters of Administration and all other relevant documentation in respect of the deceased Shareholder.

8. **Particulars on Share Certificate(s).** If your name or other particulars are shown incorrectly on the share certificate(s), please carry out the following steps:

- (a) **Incorrect name.** Please complete this FAT with the correct name and deliver it with a statutory declaration or a letter from your bank or solicitor confirming that the person described on the share certificate(s) and the person who signed this FAT are one and the same;

(b) **Incorrect address.** Please write the correct address on this FAT; and

(c) **Change of name.** If you have changed your name, lodge your Marriage Certificate or the Deed Poll with this FAT for noting.

9. **Disclaimer and Discretion.** The Offeror, EYCF and the Share Registrar will be entitled, in their sole and absolute discretion, to reject any acceptances of the Offer which do not comply with the provisions and instructions contained in the Offer Document and this FAT or which is not accompanied by the relevant share certificate(s), other document(s) of title and/or any other relevant document(s) required by the Offeror, or which is otherwise incomplete, incorrect, unsigned, signed but not in its originality or invalid in any respect. If you wish to accept the Offer, it is your responsibility to ensure that this FAT is properly completed in all respects and that this FAT should be submitted with original signature(s) and that all required documents are provided. Any decision to treat as valid, or reject any acceptance will be final and binding and none of the Offeror, EYCF or the Share Registrar accepts any responsibility or liability for the consequences of such a decision. The Offeror and EYCF each reserves the right to treat acceptances of the Offer as valid if received by or on behalf of any of them at any place or places determined by them otherwise than as stated in the Offer Document, or in this FAT, or if made otherwise than in accordance with the provisions of the Offer Document and the instructions contained in this FAT.

10. **Risk of Posting.** All communications, notices, certificates, documents and remittances to be delivered or sent to you (or your designated agent or, in the case of joint accepting Shareholders who have not designated any agent, to the one first named in the Register) will be sent by ordinary post to your address as it appears in this FAT or in the Register (if no such address is indicated in this FAT) at your sole risk.

11. **Conclusive Evidence.** Submission of the duly completed and signed original of this FAT, together with the relevant share certificate(s) and/or other document(s) of title and/or any other relevant document(s) required by the Offeror, to the Offeror or its agents shall be conclusive evidence in favour of the Offeror, the Transferee, EYCF and the Share Registrar of the right and title of the person(s) signing it to deal with the same and with the Offer Shares to which it relates.

12. **Offer Unconditional.** If you have accepted the Offer in accordance with the provisions contained herein and in the Offer Document and the Offer becomes or is declared unconditional:

- (a) where you have elected, or are deemed to have elected, to receive the **Cash Consideration**, payment will be sent to you (or your designated agent or, in the case of joint accepting Shareholders who have not designated any agent, to the one first named in the Register) by ordinary post to your address as it appears in the Register (or to such different address as may be specified by you in the FAT) and at your own risk, by way of a crossed cheque in Singapore Dollars drawn on a bank operating in Singapore for the appropriate amount or in such other manner as may be agreed between the Share Registrar and you; or

(b) where you have duly elected to receive the **Share Consideration**, the Offeror c/o the Share Registrar will send you payment of the Share Consideration by way of share certificate(s) for the appropriate number of New Offer Shares issued to you (or your designated agent or, in the case of joint accepting Shareholders who have not designated any agent, to the one first named in the Register), by ordinary post to your Singapore address as it appears in the Register (or to such different Singapore address as may be specified by you in this FAT) and at your own risk,

in each case, as soon as practicable and in any event:

- (i) in respect of acceptances of the Offer which are complete and valid in all respects and are received on or before the date on which the Offer becomes or is declared unconditional in all respects in accordance with its terms, within 7 business days of that date; or  
(ii) in respect of acceptances which are complete and valid in all respects and are received after the Offer becomes or is declared unconditional in all respects in accordance with its terms, but before the Offer closes, within 7 business days of the date of such receipt.

13. **Governing Law and Third Party Rights.** By completing, signing and submitting this FAT, you agree that the agreement arising from such submission by you shall be governed by, and construed in accordance with, the laws of Singapore and that you submit to the non-exclusive jurisdiction of the Singapore courts. Unless expressly provided otherwise in this FAT, the Notification Letter and/or the Offer Document, a person who is not a party to any contracts made pursuant to the Offer, the Offer Document, the Notification Letter and this FAT, has no rights under the Contracts (Rights of Third Parties) Act 2001 of Singapore to enforce any term of such contracts. Notwithstanding any term contained herein and in the Offer Document, the consent of any third party is not required for any subsequent agreement by the parties hereto to amend or vary (including any release or compromise of any liability) or terminate such contracts. Where third parties are conferred rights under such contracts, those rights are not assignable or transferable.

By completing and delivering this FAT, you (a) consent to the collection, use and disclosure of your personal data by the Offeror, EYCF, CDP, Share Registrar, the SGX-ST, Securities Clearing and Computer Services (Pte) Ltd and the Company (the "Relevant Persons") or any person designated by the Relevant Persons in connection with the purpose of facilitating your acceptance of the Offer, and in order for the Relevant Persons or such designated person to comply with any applicable laws, listing rules, regulations and/or guidelines; (b) warrant that where you disclose the personal data of another person, such disclosure is in compliance with applicable laws; and (c) agree that you will indemnify the Relevant Persons or such designated person in respect of any penalties, liabilities, claims, demands, losses and damages as a result of your breach of such warranty.