



NOTICE IS HEREBY GIVEN that the annual general meeting (the "AGM") of Clearbridge Health Limited (the "Company") will be held at 37 Jalan Pemimpin, #07-13 Mapex, Singapore 577177 on Thursday, 25 April 2019 at 10.00 a.m. for the following purposes:

Ordinary Business

- To receive and adopt the directors' statement and audited financial statements of the Company for the financial year ended 31 December 2018 ("**FY2018**") together with the auditor's report thereon.
(Resolution 1)
- To approve the payment of directors' fees of S\$180,000 for the financial year ending 31 December 2019 ("**FY2019**"), payable quarterly in arrears.
(See Explanatory Note 1)
(Resolution 2)
- To re-elect Mr. Yee Pinh Jeremy who is retiring pursuant to Regulation 98 of the Company's constitution (the "Constitution") as a director of the Company.
(See Explanatory Note 2)
(Resolution 3)
- To re-elect Mr. Andrew John Lord who is retiring pursuant to Regulation 98 of the Constitution as a director of the Company.
(See Explanatory Note 3)
(Resolution 4)
- To re-appoint Ernst & Young LLP as the Company's auditors for FY2019 and to authorise the directors of the Company to fix their remuneration.
(Resolution 5)
- To transact any other ordinary business which may be properly transacted at an AGM.

Special Business

To consider and, if thought fit, to pass the following resolutions as ordinary resolutions, with or without any modifications:

- Authority to allot and issue shares
 "THAT pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore (the "Act") and Rule 806 of the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited (the "SGX-ST") (the "Catalist Rules") and the Constitution, the directors of the Company ("**Directors**") be and are hereby authorised to:
 I. (a) allot and issue shares in the capital of the Company ("**Shares**") whether by way of rights, bonus or otherwise; and/or
 (b) 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
 II. Notwithstanding that the authority conferred by this resolution may have ceased to be in force (issue Shares in pursuance of any Instrument made or granted by the Directors while this resolution was in force,
 provided that:
 (a) the aggregate number of Shares to be issued pursuant to this resolution (including Shares to be issued in pursuance of Instruments, made or granted pursuant to this resolution), shall not exceed 100% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (b) below), of which the aggregate number of Shares to be issued other than on a pro-rata basis to the existing shareholders of the Company ("**Shareholders**") shall not exceed 50% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (b) below);
 (b) (subject to such manner of calculation as may be prescribed by 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 (a) above, the percentage of the issued Shares shall be based on the total number of issued Shares (excluding treasury shares and subsidiary holdings) at the time this resolution is passed, after adjusting for:
 (i) new Shares arising from the conversion or exercise of any convertible securities;
 (ii) new Shares arising from the exercise of share options or vesting of share awards which are outstanding and/or subsisting at the time of the passing of this resolution, provided that such share options or share awards (as the case may be) were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and
 (iii) any subsequent bonus issue, consolidation or subdivision of Shares;
 (c) in exercising the authority conferred by this resolution, the Company shall comply with the provisions of the Catalist Rules for the time being in force (unless such compliance has been waived by the SGX-ST), all applicable legal requirements under the Act and the Constitution for the time being; and
 (d) the authority conferred by this resolution shall, unless revoked or varied by the Company in a general meeting, continue to be in force until the conclusion of the next AGM or the date by which the next AGM is required by law to be held, whichever is the earlier."
 (See Explanatory Note 4)
(Resolution 6)

- Authority to grant awards and to allot and issue Shares pursuant to the Clearbridge Health Performance Share Plan
 "THAT pursuant to Section 161 of the Act, authority be and is hereby given to the Directors to:
 I. offer and grant awards ("**Awards**") from time to time in accordance with the provisions of the Clearbridge Health Performance Share Plan (the "**PSP**"); and
 II. allot and issue from time to time such number of new Shares as may be required to be issued pursuant to the vesting of Awards granted under the PSP,
 provided always that the aggregate number of Shares issued and issuable pursuant to the Awards granted under the PSP, when added to (i) the number of Shares issued and issuable and/or transferred or transferable in respect of all Awards granted thereunder; and (ii) all other Shares issued and issuable and/or transferred or transferable in respect of all share options granted or share awards granted under any other share incentive schemes or share plans adopted by the Company, shall not exceed 15% of the total issued share capital (excluding treasury shares and subsidiary holdings) of the Company 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 AGM or the date by which the next AGM is required by law to be held, whichever is the earlier."
 (See Explanatory Note 5)
(Resolution 7)

By Order of the Board

Selena Leong Maw Lee

Company Secretary

Singapore

10 April 2019

NOTES:

- A member of the Company (who is not a relevant intermediary as defined in Section 181 of the Act) entitled to attend and vote at the AGM is entitled to appoint not more than 2 proxies to attend and vote at the AGM instead of the member. A member of the Company (who is a relevant intermediary as defined in Section 181 of the Act) is entitled to appoint more than 2 proxies to attend and vote at the AGM. A proxy need not be a member of the Company.
- Where a member (including a member who is a relevant intermediary as defined in Section 181 of the Act) appoints more than 1 proxy, the appointment shall be invalid unless the member specifies the proportion of his/her shareholding to be represented by each proxy in the instrument appointing the proxies. If no proportion of shareholdings is specified, the proxy whose name appears first shall be deemed to carry 100% of the shareholdings of his/its appointor and the proxy whose name appears after shall be deemed to be appointed in the alternate. Alternatively, the Company may, at its option treat the instrument as invalid.
- The instrument appointing a proxy or proxies must be under the hand of the appointor or of his attorney duly authorised 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 an officer of the corporation or attorney duly authorised.
- The instrument appointing a proxy, duly executed, must be deposited at the office of the Company's share registrar, Tricor Barbinder Share Registration Services at 80 Robinson Road, #11-02, Singapore 068898 not less than 72 hours before the time appointed for holding the AGM.
- A depositor shall not be regarded as a member of the Company entitled to attend and vote at the AGM unless his/her name appears on the Depository Register not less than 72 hours before the time of the AGM.

EXPLANATORY NOTES:

- Resolution 2 in item 2 above, if passed, will facilitate the payment of directors' fees of S\$180,000 for FY2019 on a quarterly basis in arrears. The amount of Directors' fees is computed based on the anticipated number of board and board committee meetings for FY2019, including the attendance and positions held by all non-executive Directors in various board committees, and assuming that all non-executive Directors will hold office for the full financial year. In the event the amount of Directors' fees proposed is insufficient, for example in the event of unscheduled board meetings and/or enlarged board sizes, approval will be sought at the next AGM for such additional fees before payments are made to the Directors to meet the shortfall.
- In relation to Resolution 3 in item 3 above, Mr. Yee Pinh Jeremy will, upon re-election as a Director, remain as Executive Director and CEO of the Company and a member of the Nominating Committee. Further information on Mr. Yee Pinh Jeremy can be found under 'board of directors' and 'corporate governance report' sections in the Company's annual report 2018.
 Details on Mr. Yee Pinh Jeremy
 Date of appointment: 15 May 2017
 Date of last re-appointment (if applicable): Not applicable
 Age: 50
 Country of principal residence: Singapore
 The board of directors' comments on this appointment (including rationale, selection criteria, and the search and nomination process): Please refer to the corporate governance report section of the Company's annual report 2018.
 Whether appointment is executive, and if so, the area of responsibility: Yes, responsible for identifying and implementing company-wide business growth strategies and overseeing all aspects of the Group's growth and operating functions.
 Job Title: Executive Director and CEO, and a member of the Nominating Committee
 Professional qualifications: Please refer to the board of directors section of the Company's annual report 2018.
 Working experience and occupation(s) during the past 10 years: Please refer to the board of directors section of the Company's annual report 2018.
 Shareholding interest in the listed issuer and its subsidiaries: 17,555,973 Shares
 Any relationship (including immediate family relationships) with any existing director, existing executive officer, the issuer and/or substantial shareholder of the listed issuer or of any of its principal subsidiaries: No

Conflict of interest (including any competing business): None
 Undertaking (in the format set out in Appendix 7H) under Rule 720(1) has been submitted to the listed issuer
 Yes No

- In relation to Resolution 4 in item 4 above, Mr. Andrew John Lord will, upon re-election as a Director, remain as the Lead Independent Director, Chairman of the Remuneration Committee, and a member of the Audit and Nominating Committees. The board of directors of the Company considers him to be independent for the purpose of Rule 704(7) of the Catalist Rules. There are no relationships including family relationships between Mr. Andrew John Lord and the other Directors, the Company, its related corporations (as defined in the Act), its substantial shareholders (as defined in the Securities and Futures Act 2007 of Singapore), or its officers that should interfere, or be reasonably perceived to interfere, with Mr. Andrew John Lord's exercise of independent business judgement in the best interests of the Company. Further information on Mr. Andrew John Lord can be found under 'board of directors' and 'corporate governance report' sections in the Company's annual report 2018.
 Details on Mr. Andrew John Lord
 Date of appointment: 20 November 2017
 Date of last re-appointment (if applicable): 27 April 2018
 Age: 60
 Country of principal residence: Australia
 The board of directors' comments on this appointment (including rationale, selection criteria, and the search and nomination process): Please refer to the corporate governance report of the Company's annual report 2018.
 Whether appointment is executive, and if so, the area of responsibility: No
 Job Title: Lead Independent Director, Chairman of the Remuneration Committee, and a member of the Audit and Nominating Committees
 Professional qualifications: Please refer to the board of directors section of the Company's annual report 2018.
 Working experience and occupation(s) during the past 10 years: Please refer to the board of directors section of the Company's annual report 2018.
 Shareholding interest in the listed issuer and its subsidiaries: None
 Any relationship (including immediate family relationships) with any existing director, existing executive officer, the issuer and/or substantial shareholder of the listed issuer or of any of its principal subsidiaries: No
 Conflict of interest (including any competing business): None
 Undertaking (in the format set out in Appendix 7H) under Rule 720(1) has been submitted to the listed issuer
 Yes No

- Resolution 6 in item 7 above, if passed, will empower the Directors to allot and issue Shares, make or grant Instruments and to issue Shares pursuant to such Instruments, without seeking any further approval from Shareholders but within the limitations imposed by this resolution, for such purposes as the Directors may consider would be in the best interests of the Company, from the date of the AGM until the conclusion of the next AGM, or the date by which the next AGM is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier. The aggregate number of Shares (including Shares to be made in pursuance of Instruments made or granted pursuant to this resolution) to be allotted and issued is not to exceed 100% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) at the time of passing of this resolution (subject to the adjustments stipulated in item 7(II)(b) above), of which the aggregate number of Shares issued other than on a pro-rata basis to all Shareholders is not to exceed 50% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) at the time of the passing of this resolution (subject to the adjustments stipulated in item 7(II)(b) above).
- Resolution 7 in item 8 above, if passed, will empower the Directors to offer and grant Awards under the PSP, and to allot and issue Shares pursuant to the vesting of Awards granted under the PSP, provided that the aggregate number of Shares issued and issuable pursuant to the PSP, when added to (i) the number of Shares issued and issuable and/or transferred or transferable in respect of all Awards granted thereunder; and (ii) all other Shares issued and issuable and/or transferred or transferable in respect of all share options granted or share awards granted under any other share incentive schemes or share plans adopted by the Company, shall not exceed 15% of the total issued share capital (excluding treasury shares and subsidiary holdings) of the Company from time to time.

PERSONAL DATA PRIVACY

By submitting a proxy form appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM 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 or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) 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 or service providers), 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 or service providers) 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.

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting ("**EGM**") of Clearbridge Health Limited (the "**Company**") will be held at 37 Jalan Pemimpin, #07-13 Mapex, Singapore 577177 on 25 April 2019 at 12.00 noon (or as soon thereafter following the conclusion or adjournment of the annual general meeting of the Company to be convened on the same day and at the same place), for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions ("**Resolutions**"): *Unless otherwise defined, all capitalised terms used herein shall bear the same meaning ascribed to them in the circular dated 10 April 2019 issued by the Company.*

Shareholders should note that all the **Resolutions are inter-conditional upon each other. Accordingly, in the event that any of these Resolutions is not approved, the other Resolutions will not be duly passed.**

AS ORDINARY RESOLUTIONS

RESOLUTION 1 – THE PROPOSED SUBSCRIPTION OF S\$1.0 MILLION AND S\$0.5 MILLION IN PRINCIPAL AMOUNTS OF 7.0% CONVERTIBLE BONDS DUE 2022 WITH AN INITIAL CONVERSION PRICE OF S\$0.28 CONVERTIBLE INTO FULLY PAID-UP NEW ORDINARY SHARES IN THE CAPITAL OF THE COMPANY BY YEE PINH JEREMY AND CHEN JOHNSON RESPECTIVELY

- THAT, subject to Resolution 2 being passed:
- approval be and is hereby given to the directors of the Company ("**Directors**") or any of them to allot and issue convertible bonds due 2022 to be convertible into new ordinary shares of the Company (the "**Series 2 Convertible Bonds**") pursuant to the Proposed Series 2 Convertible Bonds Issue, at the Conversion Price as may be required or permitted to be allotted or issued on the conversion of the Series 2 Convertible Bonds, to or to the order of the Series 2 Subscribers on the date of conversion thereof, subject to and otherwise in accordance with the Terms and Conditions, whereby such Series 2 Conversion Shares when issued shall rank *pari passu* in all respects with the then existing Shares save as may be provided in the Terms and Conditions;
 - approval be and is hereby given to the Directors and any of them to complete and to do all such acts and things as they may consider necessary, desirable or expedient to give effect to this Resolution (if required without limitation to the foregoing, to negotiate, sign, execute and deliver all documents (including in the best interests of the Company, and, to the extent that any of the foregoing have been done, that they be and are hereby approved, confirmed and approved.

RESOLUTION 2 – THE PROPOSED ALLOTMENT AND ISSUANCE OF NEW ORDINARY SHARES IN THE CAPITAL OF THE COMPANY TO THE SERIES 2 SUBSCRIBERS, UPON CONVERSION OF THE SERIES 2 CONVERTIBLE BONDS

- THAT, subject to Resolution 1 being passed:
- approval be and is hereby given to the Directors or any of them to allot and issue:
 (i) such number of fully paid-up new ordinary shares in the capital of the Company ("**Series 2 Conversion Shares**") pursuant to the Proposed Series 2 Convertible Bonds Issue, at the Conversion Price as may be required or permitted to be allotted or issued on the conversion of the Series 2 Convertible Bonds, to or to the order of the Series 2 Subscribers on the date of conversion thereof, subject to and otherwise in accordance with the Terms and Conditions, whereby such Series 2 Conversion Shares when issued shall rank *pari passu* in all respects with the then existing Shares save as may be provided in the Terms and Conditions;
 - approval be and is hereby given to the Directors and any of them to complete and to do all such acts and things as they may consider necessary, desirable or expedient to give effect to this Resolution 2, including without limitation to the foregoing, to negotiate, sign, execute and deliver all documents (if required) in the best interests of the Company, and, to the extent that any of the foregoing have been done, that they be and are hereby approved, confirmed and approved.

Pursuant to Article 804 and Rule 812(2) of the Catalist Rules, Mr Yee Pinh Jeremy, Mr Chen Johnson and their respective associates will abstain from exercising any voting rights in relation to Resolution 1 and Resolution 2, and will not accept nominations to act as proxy unless the Shareholder concerned has provided specific instructions as to voting.

By Order of the Board

Andrew John Lord

Lead Independent Director

10 April 2019

Notes:

- With the exception of CDP (which may appoint more than two proxies), a member of the Company who is entitled to attend and vote at the EGM and who is the holder of two or more Shares is entitled to appoint no more than two proxies to attend the EGM and vote in his stead. A proxy need not be a member of the Company.
- All proxy forms must be lodged at the office of the Share Transfer Agent, Tricor Barbinder Share Registration Services (A division of Tricor Singapore Pte. Ltd.) of 80 Robinson Road, #11-02, Singapore 068898, not less than 72 hours before the time appointed for holding the EGM in order for the proxy to be entitled to attend and vote at the EGM.

Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM 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 EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (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.
 These notices have been prepared by the Company and its contents have been reviewed by the Company's sponsor, United Overseas Bank Limited ("**Sponsor**"), for compliance with the relevant rules of the SGX-ST. The Sponsor has not independently verified the contents of these notices. These notices have not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of these notices, including the correctness of any of the statements or opinions made or reports contained in these notices. The contact person for the Sponsor is Mr Chia Beng Kwan, Senior Director, Equity Capital Markets, who can be contacted at 80 Raffles Place, #03-03 UOB Plaza 1, Singapore 048624, telephone: +65 6533 9898.