



PACIFIC HEALTHCARE HOLDINGS LTD.

(Incorporated in the Republic of Singapore)

(Company Registration No. 200100544H)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting (“EGM”) of **PACIFIC HEALTHCARE HOLDINGS LTD.** (the “Company”) will be held at The Elizabeth Hotel, Windsor I & II, Level 2, 24 Mount Elizabeth, Singapore 228518 on 27 January 2016 at 2.00 p.m., for the purpose of considering, and if thought fit, passing with or without modifications, the following resolution:-

ORDINARY RESOLUTION

THE PROPOSED DISPOSAL OF THE BUSINESS AND ASSETS OF A SOLE PROPRIETORSHIP CARRIED ON BY PACIFIC CANCER CENTRE PTE. LTD. AS A MAJOR TRANSACTION

That:-

- (a) the proposed disposal of the business and assets of Pacific Healthcare Imaging, a sole proprietorship carried on by Pacific Cancer Centre Pte. Ltd. (“PCC”), (being a wholly-owned subsidiary of the Company) pursuant to the asset transfer agreement (the “**Agreement**”) entered into between PCC and Lifescan Imaging Pte. Ltd. on 3 August 2015 be and is hereby approved, confirmed and ratified (the “**Proposed Disposal**”); and
- (b) the Directors of the Company and each of them be and is hereby authorised to complete and do all such acts and things (including executing all such documents and ancillary agreements and to make all such amendments thereto as may be required in connection with the Proposed Disposal) as they or he may consider necessary, desirable or expedient or in the interests of the Company to give effect to this Ordinary Resolution and to the Agreement as they or he may deem fit.

BY ORDER OF THE BOARD

Lew Oon Yew
Director
11 January 2016

Notes:

1. A member of the Company entitled to attend and vote at the EGM is entitled to appoint one or two proxies, in any case not more than two proxies, to attend and vote on his behalf. A proxy need not be a member of the Company.
2. The instrument appointing a proxy must be lodged at the office of the Company's Share Registrar Boardroom Corporate & Advisory Services Pte Ltd at 50 Raffles Place, #32-01, Singapore Land Tower, Singapore 048623 at least 48 hours before the time appointed for the EGM. The sending of a Proxy Form by a member does not preclude him from attending and voting in person at the EGM if he so wishes. Any appointment of a proxy or proxies shall be deemed to revoked if a member attends the EGM in person and, in such event, the Company reserves the right to refuse to admit any person or persons appointed under the Proxy Form to the EGM.
3. 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, or by attending the EGM, a Member (a) 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**”), (b) 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 (c) agrees that the Member will indemnify the Manager and the Trustee in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the Member's breach of warranty. In addition, by attending the EGM and/or any adjournment thereof, a Member consents to the collection, use and disclosure of the Member's personal data by the Company (or its agents) for any of the Purposes.