



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, Level 2, 24 Mount Elizabeth, Singapore 228518 on 16 December 2015 at 2 p.m., for the purpose of considering, and if thought fit, passing with or without modifications, the following resolution:-

ORDINARY RESOLUTION

THE PROPOSED CHANGE OF AUDITORS FROM ERNST & YOUNG LLP TO BAKER TILLY TFW LLP

THAT, approval be and is hereby given:

Baker Tilly TFW LLP (“**Baker Tilly TFW**”) be and is hereby appointed as the Auditors of the Company in place of Ernst & Young LLP (“**EY**”) to hold office until the conclusion of the next annual general meeting of the Company at a fee and on such terms to be agreed between the Directors and Baker Tilly TFW (the “**Proposed Change of Auditors**”).

The Directors and each of them be and are hereby authorised to do all such acts and things (including, without limitation, 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 Proposed Change of Auditors and/or this Resolution.

[See Explanatory Notes to Shareholders]

BY ORDER OF THE BOARD

Lew Oon Yew
Director
30 November 2015

Explanatory Notes:

1. EY has confirmed that it is not aware of any professional reasons why Baker Tilly TFW, being the new Auditors, should not accept appointment as Auditors.
2. The Company confirms that there were no disagreements with EY on accounting treatments within the last 12 months from the date of this Circular.
3. The Company confirms that the Company is not aware of any circumstances connected with the Proposed Change of Auditors that should be brought to the attention of the Shareholders.
4. EY has given notice to the Directors of their resignation as Auditors of the Company and the Directors are of the view that the Proposed Change of Auditors would enable the Company to benefit from fresh perspectives and views of another professional audit firm. The Proposed Change of Auditors would thus further enhance the value of the audit, as well as result in cost benefits to the Company.
5. The Company confirms that it has complied with Rules 712, 715 and 716 of the Listing Manual in relation to the Proposed Change of Auditors.

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 be 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.