



CLEARBRIDGE HEALTH LIMITED

(Company Number: 201001436C)
(Incorporated in the Republic of Singapore)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (“AGM”) of Clearbridge Health Limited (the “Company”) will be held at The Star Performing Arts Centre, The Star Loft, 1 Vista Exchange Green, Singapore 138617 on Friday, 27 April 2018 at 10.00 a.m. to transact the following business:

Ordinary Business

- To receive and adopt the directors’ statement and audited financial statements of the Company for the financial year ended 31 December 2017 (“FY2017”) together with the auditors’ report thereon. **(Resolution 1)**
- To approve the payment of directors’ fees of S\$180,000 for the financial year ending 31 December 2018, payable quarterly in arrears. **(Resolution 2)**
- To re-elect Mr Chen Johnson who is retiring pursuant to Regulation 98 of the Company’s constitution (the “Constitution”) as a director of the Company. **(Resolution 3)**
(See Explanatory Note 1)
- To re-elect Mr Andrew John Lord who is retiring pursuant to Regulation 102 of the Constitution as a director of the Company. **(Resolution 4)**
(See Explanatory Note 2)
- To re-elect Mr Mark Benedict Ryan who is retiring pursuant to Regulation 102 of the Constitution as a director of the Company. **(Resolution 5)**
(See Explanatory Note 3)
- To re-elect Mr Tan Soon Liang (Chen Shunliang) who is retiring pursuant to Regulation 102 of the Constitution as a director of the Company. **(Resolution 6)**
(See Explanatory Note 4)
- To re-elect Mr Mah How Soon (Ma Haoshun) who is retiring pursuant to Regulation 102 of the Constitution as a director of the Company. **(Resolution 7)**
(See Explanatory Note 5)
- To re-appoint Ernst & Young LLP as the Company’s auditors and to authorise the directors of the Company to fix their remuneration. **(Resolution 8)**
- 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 in the capital of the Company
“That pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore (the “Act”), Rule 806 of the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited (the “SGX-ST”) (“Catalist Rules”) and the Constitution, the directors of the Company (“Directors”) be and hereby authorised to:
 - (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
 - (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:
 - 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);
 - (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:
 - new Shares arising from the conversion or exercise of any convertible securities;
 - new Shares arising from exercising 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 the Catalist Rules; and
 - any subsequent bonus issue, consolidation or subdivision of Shares;
 - 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), and all applicable legal requirements under the Act and the Constitution for the time being; and
 - 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 earlier.”
(See Explanatory Note 6) **(Resolution 9)**
- 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:
 - offer and grant awards (“Awards”) from time to time in accordance with the provisions of the Clearbridge Health Performance Share Plan (the “PSP”); and
 - 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 earlier.
(See Explanatory Note 7) **(Resolution 10)**

By Order of the Board

Selena Leong Siew Tee
Company Secretary
Singapore
11 April 2018

NOTES:

- A member of the Company (who is not a relevant intermediary as defined in Section 181 of the Act) entitled to attend, speak and vote at the AGM is entitled to appoint not more than 2 proxies to attend, speak and vote at the AGM instead of the member, while a member who is a relevant intermediary (as defined in Section 181 of the Act) is entitled to appoint more than 2 proxies to attend, speak 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) appoints more than 1 proxy, the member must specify the proportion of his/her shareholding to be represented by each proxy in the instrument appointing the proxies. If no proportion is specified, the Company shall be entitled to treat the first named proxy as representing the entire shareholding of the member and any second named proxy as an alternate to the first named or at the Company’s option to treat this proxy form as invalid.
- If the member is an individual, the instrument appointing the proxy(ies) must be signed by the appointor or his attorney. If the member is a corporation, the instrument appointing the proxy(ies) must be given under its common seal in accordance with its constitutional documents or signed on its behalf by an attorney or a duly authorised officer or in such manner as appropriate under applicable laws.
- 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:

- Detailed information on Mr Chen Johnson can be found in the Company’s annual report. Mr Chen Johnson, if re-elected as a Director, will remain as the Non-Independent Non-Executive Chairman, and a member of the Remuneration Committee. Mr Chen Johnson is a controlling Shareholder. Save as disclosed in the Company’s annual report, there are no relationships including immediate relationships between Mr Chen Johnson and the other Directors, its 10% Shareholders or its officers.
- Detailed information on Mr Andrew John Lord can be found in the Company’s annual report. Mr Andrew John Lord, if re-elected as a Director, will remain as the Lead Independent Director, the Chairman of the Remuneration Committee, and a member of the Audit Committee and the Nominating Committee, and shall be considered independent for the purpose of Rule 704(7) of the Catalist Rules. There are no relationships including immediate relationships between Mr Andrew John Lord and the other Directors, the Company, its related corporations (as defined in the Act), its 10% Shareholders or its officers.
- Detailed information on Mr Mark Benedict Ryan can be found in the Company’s annual report. Mr Mark Benedict Ryan if, re-elected as a Director, will remain as an Independent Director, the Chairman of the Audit Committee, and a member of the Remuneration Committee, and shall be considered independent for the purpose of Rule 704(7) of the Catalist Rules. There are no relationships including immediate relationships between Mr Mark Benedict Ryan and the other Directors, the Company, its related corporations (as defined in the Act), its 10% Shareholders or its officers.
- Detailed information on Mr Tan Soon Liang (Chen Shunliang) can be found in the Company’s annual report. Mr Tan Soon Liang (Chen Shunliang), if re-elected as a Director, will remain as an Independent Director, the Chairman of the Nominating Committee, and a member of the Audit Committee, and shall be considered as independent for the purpose of Rule 704(7) of the Catalist Rules. There are no relationships including immediate relationships between Mr Tan Soon Liang (Chen Shunliang) and the other Directors, the Company, its related corporations (as defined in the Act), its 10% Shareholders or its officers.
- Detailed information on Mr Mah How Soon (Ma Haoshun) can be found in the Company’s annual report. Mr Mah How Soon (Ma Haoshun), if re-elected as a Director, will remain as an Independent Director of the Company. There are no relationships including immediate relationships between Mr Mah How Soon (Ma Haoshun) and the other Directors, the Company, its related corporations (as defined in the Act), its 10% Shareholders or its officers.
- The resolution 6 in item 10 above, if passed, will empower the Directors to allot and issue Shares, make or grant Instruments and to issue Shares pursuant to such Instruments up to an amount not exceeding 100% of the total number of issued Shares (excluding treasury shares and subsidiary holdings), of which the total number of Shares issued other than on a pro-rata basis to all Shareholders shall not exceed 50% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) at the time of passing of this resolution.
- The resolution 10 in item 11 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 options granted or 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) for the purpose of the processing and administration by the Company (or its agents) 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) 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.

This notice has 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 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 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.