

HEALTH MANAGEMENT INTERNATIONAL LTD
(Incorporated in the Republic of Singapore)
(Company Registration Number: 199805241E)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of Health Management International Ltd (the “**Company**”) will be held at Event Hall 1-1, Level 1, Lifelong Learning Institute, 11 Eunos Road 8, Singapore 408601 on 10 February 2017 at 1.30 p.m. for the purpose of considering and, if thought fit, passing with or without any modifications, the ordinary resolutions as set out below. All capitalised terms used in this Notice which are not defined herein shall have the meanings ascribed to them in the circular to shareholders of the Company dated 26 January 2017.

ORDINARY RESOLUTION 1: THE PROPOSED MIL ACQUISITION

RESOLVED THAT:

- approval be and is hereby given for the proposed acquisition by the Company of all the issued ordinary shares in the capital of MIL Mentari Sdn. Bhd. from Maju Medik (Malaysia) Sdn. Bhd. for SGD131,187,848, being the SGD equivalent of RM398,548,683, on the terms and subject to the conditions set out in the MIL SPA;
- pursuant to Section 161 of the Companies Act, the Directors be and are hereby authorised to allot and issue an aggregate of 154,203,259 fully-paid ordinary shares in the capital of the Company at an issue price of SGD0.57 per share to MM or its nominee in satisfaction of part of the purchase price for the MIL Acquisition, on the terms and subject to the conditions set out in the MIL SPA; and
- the Directors and each of them be and are hereby authorised to take any and all steps and to do and/or procure to be done any and all acts and things (including without limitation, to approve, sign and execute all such documents which they in their absolute discretion consider to be necessary, and to exercise such discretion as may be required, to approve any amendments, alterations or modifications to any documents, and to sign, file and/or submit any notices, forms and documents with or to the relevant authorities) as they and/or he may consider necessary, desirable or expedient in order to implement, finalise and give full effect to the MIL Acquisition and/or the matters contemplated in this resolution.

ORDINARY RESOLUTION 2: THE PROPOSED SENIPURI ACQUISITION (EXCLUDING THE CWM ACQUISITION)

RESOLVED THAT:

- approval be and is hereby given for the proposed acquisition by the Company of 185,720 issued ordinary shares in the capital of Senipuri Emas Sdn. Bhd. from the Senipuri Shareholders (excluding Dr. Cheah Way Mun) for SGD31,569,018, being the SGD equivalent of RM95,906,688, on the terms and subject to the conditions set out in the Senipuri SPA;
- pursuant to Section 161 of the Companies Act, the Directors be and are hereby authorised to allot and issue an aggregate of 27,692,116 fully-paid ordinary shares in the capital of the Company at an issue price of SGD0.57 per share to the Senipuri Shareholders (excluding Dr. Cheah Way Mun) in satisfaction of part of the purchase price for the Senipuri Acquisition (excluding the CWM Acquisition), on the terms and subject to the conditions set out in the Senipuri SPA; and
- the Directors and each of them be and are hereby authorised to take any and all steps and to do and/or procure to be done any and all acts and things (including without limitation, to approve, sign and execute all such documents which they in their absolute discretion consider to be necessary, and to exercise such discretion as may be required, to approve any amendments, alterations or modifications to any documents, and to sign, file and/or submit any notices, forms and documents with or to the relevant authorities) as they and/or he may consider necessary, desirable or expedient in order to implement, finalise and give full effect to the Senipuri Acquisition (excluding the CWM Acquisition) and/or the matters contemplated in this resolution.

ORDINARY RESOLUTION 3: THE PROPOSED 2M ACQUISITION (EXCLUDING THE CWM ACQUISITION)

RESOLVED THAT:

- approval be and is hereby given for the proposed acquisition by the Company of 5,000 issued ordinary shares in the capital of 2M Medical Consultants Pte. Ltd. and for the Company to accept an assignment of outstanding non interest-bearing shareholders' loans of approximately SGD2,776,112.62, from the 2M Shareholders (excluding Dr. Cheah Way Mun) for SGD7,394,360, being the SGD equivalent of RM22,464,056, on the terms and subject to the conditions set out in the 2M SPA;
- pursuant to Section 161 of the Companies Act, the Directors be and are hereby authorised to allot and issue an aggregate of 6,486,280 fully-paid ordinary shares in the capital of the Company at an issue price of SGD0.57 per share to the 2M Shareholders (excluding Dr. Cheah Way Mun) in satisfaction of part of the purchase price for the 2M Acquisition (excluding the CWM Acquisition), on the terms and subject to the conditions set out in the 2M SPA; and
- the Directors and each of them be and are hereby authorised to take any and all steps and to do and/or procure to be done any and all acts and things (including without limitation, to approve, sign and execute all such documents which they in their absolute discretion consider to be necessary, and to exercise such discretion as may be required, to approve any amendments, alterations or modifications to any documents, and to sign, file and/or submit any notices, forms and documents with or to the relevant authorities) as they and/or he may consider necessary, desirable or expedient in order to implement, finalise and give full effect to the 2M Acquisition (excluding the CWM Acquisition) and/or the matters contemplated in this resolution.

ORDINARY RESOLUTION 4: THE PROPOSED DR. A ACQUISITION

RESOLVED THAT:

- approval be and is hereby given for the proposed acquisition by the Company of 600 ordinary shares and 100 redeemable convertible preference shares in the capital of Mahkota Medical Group Sdn. Bhd., 30,000 ordinary shares in the capital of Mahkota Medical Centre Sdn. Bhd. and 100 ordinary shares in the capital of Mahkota Commercial Sdn. Bhd. from Dr. Ang Eng Lip for SGD341,457, being the SGD equivalent of RM1,037,346, on the terms and subject to the conditions set out in the Dr. A SPAs;
- pursuant to Section 161 of the Companies Act, the Directors be and are hereby authorised to allot and issue an aggregate of 299,524 fully-paid ordinary shares in the capital of the Company at an issue price of SGD0.57 per share to Dr. Ang Eng Lip in satisfaction of part of the purchase price for the Dr. A Acquisition, on the terms and subject to the conditions set out in the Dr. A SPAs; and
- the Directors and each of them be and are hereby authorised to take any and all steps and to do and/or procure to be done any and all acts and things (including without limitation, to approve, sign and execute all such documents which they in their absolute discretion consider to be necessary, and to exercise such discretion as may be required, to approve any amendments, alterations or modifications to any documents, and to sign, file and/or submit any notices, forms and documents with or to the relevant authorities) as they and/or he may consider necessary, desirable or expedient in order to implement, finalise and give full effect to the Dr. A Acquisition and/or the matters contemplated in this resolution.

ORDINARY RESOLUTION 5: THE PROPOSED DR. B ACQUISITION

RESOLVED THAT:

- approval be and is hereby given for the proposed acquisition by the Company of 522 ordinary shares and 87 redeemable convertible preference shares in the capital of Mahkota Medical Group Sdn. Bhd., 26,000 ordinary shares in the capital of Mahkota Medical Centre Sdn. Bhd. and 87 ordinary shares in the capital of Mahkota Commercial Sdn. Bhd. from Dr. Fan Richard @Fan Foo Tang Richard for SGD296,250, being the SGD equivalent of RM900,007, on the terms and subject to the conditions set out in the Dr. B SPAs;
- pursuant to Section 161 of the Companies Act, the Directors be and are hereby authorised to allot and issue an aggregate of 259,868 fully-paid ordinary shares in the capital of the Company at an issue price of SGD0.57 per share to Dr. Fan Richard @Fan Foo Tang Richard in satisfaction of part of the purchase price for the Dr. B Acquisition, on the terms and subject to the conditions set out in the Dr. B SPAs; and
- the Directors and each of them be and are hereby authorised to take any and all steps and to do and/or procure to be done any and all acts and things (including without limitation, to approve, sign and execute all such documents which they in their absolute discretion consider to be necessary, and to exercise such discretion as may be required, to approve any amendments, alterations or modifications to any documents, and to sign, file and/or submit any notices, forms and documents with or to the relevant authorities) as they and/or he may consider necessary, desirable or expedient in order to implement, finalise and give full effect to the Dr. B Acquisition and/or the matters contemplated in this resolution.

ORDINARY RESOLUTION 6: THE PROPOSED CWM ACQUISITION

RESOLVED THAT:

- approval be and is hereby given for the proposed acquisition by the Company of 64,280 ordinary shares in the capital of Senipuri Emas Sdn. Bhd. and 1,000 ordinary shares in the capital of 2M Medical Consultants Pte. Ltd. from Dr. Cheah Way Mun, and the proposed acceptance of an assignment of non interest-bearing shareholder's loans amounting to SGD555,222.12 owing to Dr. Cheah Way Mun from 2M, for SGD12,405,302, being the SGD equivalent of RM37,687,308;
- pursuant to Section 161 of the Companies Act, the Directors be and are hereby authorised to allot and issue an aggregate of 10,881,843 fully-paid ordinary shares in the capital of the Company at an issue price of SGD0.57 per share to Dr. Cheah Way Mun in satisfaction of part of the purchase price for the CWM Acquisition, on the terms and subject to the conditions set out in the Senipuri SPA and the 2M SPA (as the case may be); and
- the Directors and each of them be and are hereby authorised to take any and all steps and to do and/or procure to be done any and all acts and things (including without limitation, to approve, sign and execute all such documents which they in their absolute discretion consider to be necessary, and to exercise such discretion as may be required, to approve any amendments, alterations or modifications to any documents, and to sign, file and/or submit any notices, forms and documents with or to the relevant authorities) as they and/or he may consider necessary, desirable or expedient in order to implement, finalise and give full effect to the CWM Acquisition and/or the matters contemplated in this resolution.

ORDINARY RESOLUTION 7: THE PROPOSED RIGHTS ISSUE

RESOLVED THAT:

- a renounceable non-underwritten rights issue of up to 32,376,443 new ordinary shares in the capital of the Company (the “**Rights Shares**”), at an issue price of SGD0.57 for each Rights Share (the “**Rights Price**”), on the basis of 11 Rights Shares for every 200 existing Shares held by Entitled Shareholders as at the Books Closure Date, fractional entitlements to be disregarded (the “**Rights Issue**”), be and is hereby approved;
- authority be and is hereby given to the Directors to undertake the Rights Issue, provisionally (allot and issue the Rights Shares at the Rights Price on the basis of 11 Rights Shares for every 200 existing Shares held by the Entitled Shareholders as at the Books Closure Date, fractional entitlements to be disregarded, and allot and issue the Rights Shares at the Rights Price on the terms and conditions set out below and/or on such other terms and conditions (including the basis of provisional allotments of the Rights Shares) as the Directors may in their absolute discretion and from time to time think fit:
 - the provisional allotment of the Rights Shares shall be made on a renounceable basis to Entitled Shareholders;
 - no provisional allotment of the Rights Shares shall be made to Foreign Shareholders;
 - the provisional allotment of the Rights Shares which would otherwise accrue to Foreign Shareholders (or Entitled Shareholders who are restricted or prohibited by the laws of the jurisdiction in which they are located or resident from participating in the Rights Issue) may be disposed of, or dealt with, by the Company in such manner and on such terms and conditions as the Directors shall deem fit for the purpose of renouncing the provisional allotment relating thereto to purchasers thereof and to pool and thereafter distribute the net proceeds, if any, thereof (after deducting all expenses) among such Foreign Shareholders (or Entitled Shareholders who are restricted or prohibited by the laws of the jurisdiction in which they are located or resident from participating in the Rights Issue) in proportion to their respective shareholdings as at the Books Closure Date provided that if the amount to be distributed to any single Foreign Shareholder (or Entitled Shareholder who is restricted or prohibited by the laws of the jurisdiction in which it is located or resident from participating in the Rights Issue) or persons acting to the account or benefit of any such persons is less than SGD10.00, such amount shall instead be retained or dealt with as the Directors may, in their absolute discretion, deem fit for the sole benefit of the Company;
 - the provisional allotment of the Rights Shares not taken up or allotted for any reason shall be aggregated and allotted to satisfy excess applications for the Rights Shares or otherwise disposed of or dealt with in such manner and on such terms and conditions as the Directors may in their absolute discretion deem fit; and
 - the Rights Shares when issued and fully paid-up will rank *pari passu* in all respects with the then existing issued Shares, save for any dividends, rights, allotments or other distributions, the record date for which falls before the date of allotment and issue of the Rights Shares; and
- the Directors be and are hereby authorised to fix the Books Closure Date in their absolute discretion; and
- the Directors be and are hereby authorised to take such steps, do all such acts and things, (including but not limited to finalising, approving and executing all such documents as may be required in connection with the Rights Issue, and the issue of the Nil-Paid Rights and the Rights Shares, and making amendments to the terms and conditions of the Rights Issue (including the Rights Price)) and to exercise such discretion as the Directors may in their absolute discretion deem fit, advisable or necessary to give full effect to this resolution, the Rights Issue and the allotment and issue of the Rights Shares.

By Order of the Board

Dr. Gan See Khem
Executive Chairman and Managing Director
Singapore
26 January 2017

Notes:

- A member of the Company who is not a relevant intermediary (as defined in Note 2 below) is entitled to appoint not more than two proxies to attend, speak and vote at the Extraordinary General Meeting (“**EGM**”) on his behalf. Where a member appoints more than one proxy, the number of shares to be represented by each proxy shall be specified on the instrument appointing the proxy or proxies, failing which the appointments shall be deemed to be in the alternative.
- A member of the Company who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the EGM on his behalf, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's form of proxy appoints more than two proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the form of proxy.

“**Relevant intermediary**” has the meaning ascribed to it in Section 181 of the Companies Act, Chapter 50 of Singapore.

- A corporation which is a member may, by resolution of its directors or other governing body, authorise such person as it thinks fit to act as its representative at the EGM, in accordance with Section 179 of the Companies Act, Chapter 50 of Singapore.
- A proxy need not be a member of the Company.
- The instrument appointing a proxy or proxies, together with the power of attorney or other authority under which it is signed (if applicable) or a notarially certified copy thereof, must be deposited at the registered office of the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623, not less than 48 hours before the time appointed for holding the EGM, and in default the instrument of proxy shall not be treated as valid.
- The instrument appointing a proxy or proxies must be signed by the appointor or his attorney duly authorised in writing. Where the instrument of proxy is executed by a corporation, it must be either under its common seal or signed on its behalf by a duly authorised officer or attorney.
- The submission of an instrument appointing a proxy or proxies by a member of the Company does not preclude him from attending and voting in person at the EGM if he is able to do so. In such an event, the instrument appointing the proxy or proxies will be deemed to be revoked, and in such event, the Company reserves the right to refuse to admit any person or persons appointed under the instrument of proxy or proxies, to the general meeting.
- The Company shall be entitled to reject the instrument appointing a proxy or proxies if it is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing a proxy or proxies.
- In the case of a member whose Shares are entered against his/her name in the Depository Register, the Company may reject any instrument of proxy lodged if such member, being the appointor, is not shown to have Shares entered against his/her name in the Depository Register 72 hours before the time appointed for holding the meeting, as certified by The Central Depository (Pte) Limited to the Company.

Personal data privacy:

“**Personal data**” in this notice has the same meaning as “personal data” in the Personal Data Protection Act 2012. By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Extraordinary General Meeting 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 Extraordinary General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the Extraordinary General Meeting (including any adjournment thereof), and in order for the Company (or its agents or its service providers) to update its scrip holders' information (if applicable) and to comply with any applicable laws, listing rules, take-over 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. Personal data of the member and the member's proxy and/or representative may be disclosed or transferred by the Company to its subsidiaries, its share registrar and/or other agents or bodies for any of the Purposes, and retained for such period as may be necessary for the Company's verification and record purposes.