

In the matter of Section 210 of the
Companies Act, Chapter 50

And

In the matter of
HEALTH MANAGEMENT INTERNATIONAL LTD
(Singapore UEN No. 199805241E)

... Applicant

SCHEME OF ARRANGEMENT

under Section 210 of the Companies Act, Chapter 50

Between

Health Management International Ltd

And

The HMI Shareholders (as defined herein)

And

PanAsia Health Limited

NOTICE OF SCHEME MEETING

NOTICE IS HEREBY GIVEN that by an Order of Court made in the above matter, the High Court of the Republic of Singapore (the "**Court**") has directed a meeting (the "**Scheme Meeting**") of the holders of issued and paid-up ordinary shares in the capital of Health Management International Ltd (the "**Company**") ("**HMI Shares**", and each holder of HMI Shares shall hereinafter be referred to as a "**HMI Shareholder**") to be convened and such Scheme Meeting shall be held at Devan Nair Institute for Employment and Employability, Hall 3, Level 1, 80 Jurong East Street 21, Singapore 609607 on 18 October 2019 at 3.00 p.m., for the purpose of considering and, if thought fit, approving (with or without modification) the following resolution:

RESOLUTION

RESOLVED THAT the scheme of arrangement dated 3 October 2019 proposed to be made pursuant to Section 210 of the Companies Act, Chapter 50 of Singapore, between (i) the Company, (ii) HMI Shareholders and (iii) PanAsia Health Limited, a copy of which has been circulated with this Notice of Scheme Meeting convening this Scheme Meeting, be and is hereby approved.

All references to the Scheme Document in this Notice of Scheme Meeting shall mean the Company's Scheme Document to HMI Shareholders dated 3 October 2019. All capitalised terms not otherwise defined herein shall have the meanings given to them in the Scheme Document.

By the said Order of Court, the Court has appointed Professor Annie Koh, or failing her, any director of the Company (save for Dr. Gan See Khem, Ms. Chin Wei Jia and Mr. Chin Wei Yao), to act as Chairman of the Scheme Meeting and has directed the Chairman to report the results thereof to the Court.

The said scheme of arrangement will be subject to, inter alia, the subsequent sanction of the Court.

Notes

1. A copy of the said scheme of arrangement and a copy of the Explanatory Statement required to be furnished pursuant to Section 211 of the Companies Act, Chapter 50 of Singapore, are incorporated in the Scheme Document of which this Notice forms part.
2. In the case of joint holders of HMI Shares, any one of such persons may vote, but if more than one of such persons be present at the Scheme Meeting, the person whose name stands first in the Register of Members of the Company or, as the case may be, the Depository Register (as defined in Section 81SF of the Securities and Futures Act, Chapter 289 of Singapore) shall alone be entitled to vote.
3. **A HMI SHAREHOLDER, WHO IS ENTITLED TO ATTEND, SPEAK AND VOTE AT THE SCHEME MEETING, IS ENTITLED TO APPOINT ONE (AND NOT MORE THAN ONE) PROXY TO ATTEND AND VOTE AT THE SCHEME MEETING.**
4. A proxy need not be a member of the Company.
5. **EACH HMI SHAREHOLDER ENTITLED TO ATTEND AND VOTE AT THE SCHEME MEETING, AND WHO VOTES IN PERSON OR BY PROXY AT THE SCHEME MEETING, MAY ONLY CAST ALL THE VOTES IT USES AT THE SCHEME MEETING IN ONE WAY, NAMELY, EITHER FOR OR AGAINST THE SCHEME.**
6. A form of proxy applicable for the Scheme Meeting is enclosed with the Scheme Document.
7. It is requested that Proxy Forms be lodged with the Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623 in accordance with the instructions contained therein not less than 48 hours before the time appointed for the Scheme Meeting.
8. Please see the Scheme Document and the notes to the Proxy Form for more information.

Personal data privacy

By submitting an instrument appointing a proxy and/or representative to attend, speak and vote at the Scheme Meeting and/or any adjournment thereof, a HMI Shareholder (i) consents to the collection, use and disclosure of the HMI Shareholder's personal data by the Company (and/or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (and/or its agents or service providers) of its proxy and/or representative appointed for the Scheme Meeting (including any adjournment thereof), and the preparation and compilation of the attendance lists, minutes and other documents relating to the Scheme Meeting (including any adjournment thereof), and in order for the Company (and/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 HMI Shareholder discloses the personal data of the HMI Shareholder's proxy and/or representative to the Company (and/or its agents or service providers), the HMI Shareholder has obtained the prior consent of such proxy and/or representative for the collection, use and disclosure by the Company (and/or its agents or service providers) of the personal data of such proxy and/or representative for the Purposes; and (iii) agrees that the HMI Shareholder will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the HMI Shareholder's breach of warranty.

Dated this 3rd day of October 2019

Rajah & Tann Singapore LLP
9 Battery Road
#25-01 MYP Centre
Singapore 049910

Solicitors for
Health Management International Ltd