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**PROXY FORM FOR SCHEME MEETING**

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**HEALTH MANAGEMENT INTERNATIONAL LTD**

(Incorporated in the Republic of Singapore)  
(Company Registration Number: 199805241E)

**FORM OF PROXY FOR USE AT THE SCHEME MEETING  
(OR ANY ADJOURNMENT THEREOF) OF THE HMI SHAREHOLDERS**

**IN THE HIGH COURT OF THE REPUBLIC OF SINGAPORE**

HC/OS 964/2019

)

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

## PROXY FORM FOR SCHEME MEETING

### IMPORTANT:

1. For investors who have used their CPF/SRS moneys to buy the HMI Shares, the Scheme Document is forwarded to them at the request of their CPF/SRS approved nominees and is sent solely FOR THEIR INFORMATION ONLY.
2. This Proxy Form is not valid for use by CPFIS Investors or SRS Investors and shall be ineffective for all intents and purposes if used or purported to be used by them.
3. CPFIS Investors or SRS Investors who wish to attend the Scheme Meeting as OBSERVERS have to submit their requests through their respective CPF Agent Banks or SRS Agent Banks so that their CPF Agent Banks or SRS Agent Banks may register with the Share Registrar.

### PERSONAL DATA PRIVACY

By submitting an instrument appointing a proxy and/or representative, the HMI Shareholder accepts and agrees to the personal data privacy terms set out in the Notice of Scheme Meeting dated 3 October 2019.

\*I/We \_\_\_\_\_ (Name)

\_\_\_\_\_ (NRIC No./Passport No./Company Registration No.)

of \_\_\_\_\_ (Address)

being a \*member/members Health Management International Ltd (the “**Company**”), hereby appoint:

Name	Address	NRIC No./Passport No./ Company Registration No.

or failing \*him/her, the Chairman of the Scheme Meeting as \*my/our proxy to attend and to vote for \*me/us and on \*my/our behalf at the Scheme Meeting to 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. and at any adjournment thereof, for the purpose of considering and, if thought fit, approving the scheme of arrangement referred to in the notice convening the Scheme Meeting, and at such Scheme Meeting (or at any adjournment thereof) to vote for \*me/us and in \*my/our name(s) for the said Scheme or against the said Scheme as hereunder indicated.

\*I/We direct \*my/our proxy to vote for or against the Scheme to be proposed at the Scheme Meeting as indicated hereunder. If no specific direction as to voting is given, the proxy will vote or abstain from voting at \*his/her discretion, as \*he/she will on any other matter arising at the Scheme Meeting (or any adjournment thereof). If no person is named in the above boxes, the Chairman of the Scheme Meeting shall be \*my/our proxy to vote, for or against the Scheme to be proposed at the Scheme Meeting, for \*me/us and on \*my/our behalf at the Scheme Meeting and at any adjournment thereof.

If you wish to vote “FOR” the Scheme referred to in the notice convening the Scheme Meeting, please indicate with a tick (✓) in the box marked “FOR” as set out below. If you wish to vote “AGAINST” the Scheme to be proposed at the Scheme Meeting, please indicate with a tick (✓) in box marked “AGAINST” as set out below. **DO NOT TICK BOTH BOXES.**

Resolution	For	Against
To approve the scheme of arrangement		

\* Delete accordingly

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2019

Total number of HMI  
Shares held

Signature(s) of Member(s) or Common Seal

**IMPORTANT: PLEASE READ THE NOTES TO THE PROXY FORM ON NEXT PAGE**

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**Notes:**

1. **A HMI SHAREHOLDER ENTITLED TO ATTEND AND VOTE AT THE SCHEME MEETING IS ENTITLED TO APPOINT ONE (AND NOT MORE THAN ONE) PROXY TO ATTEND AND VOTE INSTEAD OF SUCH HMI SHAREHOLDER.** A proxy need not be a member of the Company. The appointment of a proxy by this instrument shall not preclude a HMI Shareholder from attending and voting in person at the Scheme Meeting. If a HMI Shareholder attends the Scheme Meeting in person, the appointment of a proxy shall be deemed to be revoked, and the Company reserves the right to refuse to admit such proxy to the Scheme Meeting.
2. **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.**
3. A HMI Shareholder voting by proxy shall be included in the count of HMI Shareholders present and voting at the Scheme Meeting as if that HMI Shareholder was voting in person, such that the votes of a proxy who has been appointed to represent more than one HMI Shareholder at the Scheme Meeting shall be counted as the votes of the number of appointing HMI Shareholders.
4. The instrument appointing a proxy must be under the hand of the appointor or his attorney duly authorised in writing or, where the instrument appointing a proxy is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorised. Any alteration made to the proxy form should be initialled by the person who signs it.
5. A corporation which is a HMI Shareholder may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the Scheme Meeting, in accordance with Section 179 of the Companies Act, Chapter 50 of Singapore.
6. This instrument appointing a proxy (together with the power of attorney, if any, under which it is signed or a certified copy thereof), must be deposited 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, not less than 48 hours before the time appointed for holding the Scheme Meeting.

2<sup>nd</sup> fold here Do not staple. Glue all sides firmly.

Affix  
Postage  
Stamp

**BOARDROOM CORPORATE & ADVISORY SERVICES PTE. LTD.**

Share Registrar of  
Health Management International Ltd  
50 Raffles Place  
#32-01 Singapore Land Tower  
Singapore 048623

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7. A HMI Shareholder should insert the number of HMI Shares held in this instrument of proxy and in respect of which he wishes to cast his vote. If the HMI Shareholder has HMI Shares entered against his name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act, Chapter 289 of Singapore), he should insert that number of HMI Shares. If the HMI Shareholder has HMI Shares registered in his name in the Register of Members of the Company, he should insert that number of HMI Shares. If the HMI Shareholder has HMI Shares entered against his name in the Depository Register as well as HMI Shares registered in his name in the Register of Members of the Company, he should insert the aggregate number of HMI Shares. If no number is inserted, this instrument of proxy will be deemed to relate to all the HMI Shares held by the HMI Shareholder (in both the Register of Members of the Company and the Depository Register).
8. 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 on 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.
9. The Company shall be entitled to reject this instrument of proxy if it is incomplete, improperly completed, unexecuted or improperly executed, or illegible, or where in the Company's opinion the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in this instrument of proxy or if this instrument of proxy is not submitted on time or in accordance with Note 6 above. In addition, in the case of a HMI Shareholder whose HMI Shares are entered in the Depository Register, the Company may reject any instrument appointing a proxy lodged if the HMI Shareholder, being the appointor, is not shown to have HMI Shares entered against his name in the Depository Register at least 72 hours before the time appointed for holding the Scheme Meeting as certified by The Central Depository (Pte) Limited to the Company.
10. CPF Agent Banks and/or SRS Agent Banks acting on the request of the CPF investors and/or SRS Investors who wish to attend the Scheme Meeting as observers are requested to submit in writing, a list with details of the investors' names, NRIC/Passport numbers, addresses and number of HMI Shares held. The list, signed by an authorised signatory of the Agent Bank, should reach 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 holding the Scheme Meeting.
11. All capitalised terms not otherwise defined herein shall have the meanings given to them in the Company's Scheme Document dated 3 October 2019.