



HEALTH MANAGEMENT INTERNATIONAL LTD

(Company Registration No.: 199805241E)
(Incorporated in the Republic of Singapore)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Eighteenth Annual General Meeting of Health Management International Ltd (the "Company") will be held at Hall 2, Level 1, Devan Nair Institute for Employment and Employability, 80 Jurong East Street 21, Singapore 609607 on Monday, 24 October 2016 at 4.00 p.m. to transact the following business:

AS ORDINARY BUSINESS

- To receive and adopt the Directors' Statement and Audited Financial Statements of the Company for the financial year ended 30 June 2016 together with the Auditor's Report thereon. **[Resolution 1]**
- To re-elect Professor Tan Chin Tiong ("Prof Tan"), retiring by rotation pursuant to Article 95 of the Constitution of the Company and who, being eligible, offers himself for re-election. **[Resolution 2]**
Prof Tan, if re-elected, will remain as a Chairman of Nominating Committee and Remuneration Committee of the Company and a member of the Audit and Risk Management Committee of the Company. Prof Tan is considered as an Independent Non-Executive Director of the Company.
- To re-elect Mr Chin Wei Yao, retiring pursuant to Article 96 of the Constitution of the Company and who, being eligible, offers himself for re-election. **[Resolution 3]**
- To re-elect Professor Annie Koh ("Prof Koh"), retiring pursuant to Article 96 of the Constitution of the Company and who, being eligible, offers herself for re-election. **[Resolution 4]**
Prof Koh, if re-elected, will remain as a Chairman of Audit and Risk Management Committee of the Company and a member of Nominating Committee and Remuneration Committee of the Company. Prof Koh is also the Lead Independent Director of the Company.
- To approve the payment of Directors' Fees of S\$199,655 to the Independent Non-Executive Directors of the Company for the financial year ended 30 June 2016 (2015: S\$190,149). **[Resolution 5]**
- To approve the final one-tier tax-exempt cash dividend of 0.75 RM cents per ordinary share of the Company for the financial year ended 30 June 2016. **[Resolution 6]**
- To re-appoint Messrs PricewaterhouseCoopers LLP as the Auditor of the Company and to authorise the Directors of the Company to fix their remuneration. **[Resolution 7]**

AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolutions as Ordinary Resolutions and Special Resolution (for item 11 only), with or without any modifications:

- Authority to issue shares in the capital of the Company** **[Resolution 8]**
THAT pursuant to Section 161 of the Companies Act, Chapter 50 and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited ("SGX-ST"), the authority be and is hereby given to the Directors of the Company to:
(a) (i) issue shares in the Company ("shares") whether by way of rights, bonus or otherwise; and/or
(ii) make or grant of offers, agreements or options (collectively, the "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) 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 of the Company may in their absolute discretion deem fit; and
(b) (notwithstanding 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 of the Company while this Resolution was in force,
provided that:
(1) 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 fifty per cent (50%) of the total number of issued shares in the capital of the Company excluding treasury shares (as calculated in paragraph (2) below), of which the aggregate number of shares (including shares to be issued in pursuance of instruments made or granted pursuant to this Resolution) to be issued other than on a pro rata basis to shareholders of the Company shall not exceed twenty per cent (20%) of the total number of issued shares in the capital of the Company excluding treasury shares (as calculated in accordance with paragraph (2) below);
(2) (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of shares that may be issued under paragraph (1) above, the total number of issued shares excluding treasury shares shall be based on the total number of issued shares in the capital of the Company excluding treasury shares at the time this Resolution is passed, after adjusting for:
(i) new shares arising from the conversion or exercise of any convertible securities;
(ii) new shares arising from exercise of share options or vesting of share awards which are outstanding or subsisting at the time this Resolution is passed; and
(iii) any subsequent bonus issue, consolidation or subdivision of shares;
(c) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution for the time being of the Company; and
(d) unless revoked or varied by the Company in a general meeting, the authority conferred by this Resolution shall continue in force (i) until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier or (ii) in the case of shares to be issued in pursuance of the instruments, made or granted to this Resolution, until the issuance of such shares in accordance with the terms of the instruments.
[See Explanatory Note (i)]
- Authority to issue shares under the HMI Employee Share Option Scheme and the HMI Performance Share Plan** **[Resolution 9]**
THAT pursuant to Section 161 of the Companies Act, Chapter 50, the Directors of the Company be and are hereby empowered to offer and grant options under the HMI Employee Share Option Scheme (the "Scheme") and share awards under the HMI Performance Share Plan (the "Plan"); and to issue from time to time such number of shares in the capital of the Company as may be required to be issued pursuant to the exercise of options granted by the Company under the Scheme, and the vesting of share awards under the Plan, granted during the subsistence of this authority, provided always that the aggregate total number of issued shares to be issued pursuant to the Scheme and the Plan shall not exceed fifteen per cent (15%) of the total number of issued shares in the capital of the Company excluding treasury shares 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 Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier.
[See Explanatory Note (ii)]
- The Proposed Renewal of the Share Buy Back Mandate** **[Resolution 10]**
THAT:
(a) for the purposes of Sections 76C and 76E of the Companies Act, Chapter 50 (the "Companies Act"), the exercise by the Directors of the Company of all the powers of the Company to purchase or otherwise acquire issued ordinary shares in the capital of the Company ("Ordinary Shares") not exceeding in aggregate the Maximum Percentage (as hereafter defined), at such price or prices as may be determined by the Directors from time to time up to the Maximum Price (as hereafter defined), by way of:
(i) market purchase(s) on the Singapore Exchange Securities Trading Limited (the "SGX-ST") and/or any other stock exchange on which the Ordinary Shares may for the time be listed and quoted (the "Other Exchange"); and/or
(ii) off-market purchase(s) (if effected otherwise than on the SGX-ST or, as the case may be, the Other Exchange) in accordance with any equal access scheme(s) as may be determined or formulated by the Directors as they consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Companies Act,
and otherwise in accordance with all other laws and regulations and rules of the SGX-ST or, as the case may be, the Other Exchange as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the "Share Buy Back Mandate");
(b) unless varied or revoked by the Company in general meeting, the authority conferred on the Directors of the Company pursuant to the Share Buy Back Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the date of the passing of this Resolution and expiring on the earlier of:
(i) the date on which the next Annual General Meeting of the Company is held;
(ii) the date by which the next Annual General Meeting of the Company is required by law to be held;
(iii) the date on which purchase and acquisitions of Ordinary Shares pursuant to the Share Buy Back Mandate are carried out to the full extent mandated;
(c) in this Resolution:
"Average Closing Price" means the average of the closing market prices of an Ordinary Share over the last five market days on which transactions in the Ordinary Shares on the SGX-ST or, as the case may be, the Other Exchange were recorded, immediately preceding the date of the market purchase by the Company or, as the case may be, the date of the making of the offer pursuant to the off-market purchase, and deemed to be adjusted, in accordance with the listing rules of the SGX-ST, for any corporate action that occurs after the relevant five-day period;
"date of the making of the offer" means the date on which the Company announces its intention to make an offer for the purchase or acquisition of Ordinary Shares from Shareholders, stating therein the purchase price (which shall not be more than the Maximum Price calculated on the basis set out below) for each Ordinary Share and the relevant terms of the equal access scheme for effecting the off-market purchase;
"Maximum Percentage" means that number of issued Ordinary Shares representing 10% of the issued Ordinary Shares of the Company as at the date of the passing of this Resolution (excluding any Ordinary Shares which are held as treasury shares as at that date); and
"Maximum Price" in relation to an Ordinary Share to be purchased or acquired, means the purchase price (excluding brokerage, commission, applicable goods and services tax, stamp duties, clearance fees and other related expenses) which shall not exceed:
(i) in the case of a market purchase of an Ordinary Share, 105% of the Average Closing Price of the Ordinary Shares; and
(ii) in the case of an off-market purchase of an Ordinary Share, 120% of the Average Closing Price of the Ordinary Shares; and
(d) the Directors of the Company and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they and/or he may consider expedient or necessary to give effect to the transactions contemplated and/or authorised by this Resolution.
[See Explanatory Note (iii)]
- The Proposed Alteration to the Constitution of the Company Relating to the HMI Scrip Dividend Scheme** **[Resolution 11]**
THAT the Constitution of the Company be altered in the manner as set out in Appendix 1 to the Company's Letters to Shareholders dated 30 September 2016 (the "Circular").
- The Proposed Authority to Issue New Ordinary Shares pursuant to the HMI Scrip Dividend Scheme** **[Resolution 12]**
THAT, contingent upon the passing of Resolution 11 above, the Directors of the Company be and are hereby authorised, pursuant to Section 161 of the Companies Act, to allot and issue from time to time such number of new ordinary shares in the Company as may be required to be allotted and issued pursuant to the HMI Scrip Dividend Scheme (as defined in the Circular).

NOTICE OF BOOKS CLOSURE DATE AND PAYMENT DATE FOR FINAL ONE-TIER TAX-EXEMPT DIVIDEND

NOTICE IS HEREBY GIVEN that subject to shareholders' approval being obtained at the Eighteenth Annual General Meeting of the Company to be held on 24 October 2016:

- A final one-tier tax-exempt cash dividend of 0.75 RM cents per ordinary share of the Company in respect of the financial year ended 30 June 2016 will be paid on 11 November 2016 ("Proposed Final Dividend").
- The Share Transfer Books and Register of Members of the Company will be closed on 3 November 2016 for the preparation of payment for the Proposed Final Dividend.
Duly completed registrable transfers in respect of ordinary shares in the capital of the Company ("Shares") received by the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623 up to 5:00 p.m. on 2 November 2016 will be registered to determine shareholders' entitlement to the Proposed Final Dividend.
Shareholders whose securities accounts maintained with The Central Depository (Pte) Limited are credited with Shares at 5:00 p.m. on 2 November 2016 will be entitled to the Proposed Final Dividend.

By Order of the Board

Ms Noraini Binte Noor Mohamed Abdul Latiff
Company Secretary
Singapore
30 September 2016

EXPLANATORY NOTES

- The Resolution 8 in item 8 above, if passed, will authorise the Directors of the Company, from the date of this Annual General Meeting of the Company until the next Annual General Meeting of the Company, or the date by which the next Annual General Meeting of the Company is required by law to be held, or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to issue shares in the capital of the Company and to make or grant instruments (such as warrants or debentures) convertible into shares, and to issue shares in pursuance of such instruments, up to a number not exceeding fifty per cent (50%) of the total number of issued shares in the capital of the Company excluding treasury shares, of which the total number of issued shares to be issued other than on a pro rata basis, up to a number not exceeding twenty per cent (20%) of the total number of issued shares in the capital of the Company excluding treasury shares.
For the purpose of determining the aggregate number of shares that may be issued, the total number of issued shares excluding treasury shares shall be based on the total number of issued shares in the capital of the Company excluding treasury shares at the time this Resolution 8 is passed, after adjusting for (a) new shares arising from the conversion or exercise of any convertible securities; (b) new shares arising from exercise of share options or vesting of share awards which are outstanding or subsisting at the time this Resolution 8 is passed; and (c) any subsequent bonus issue, consolidation or subdivision of shares.
- The Resolution 9 in item 9 above, if passed, will empower the Directors of the Company, from the date of this Annual General Meeting of the Company until the next Annual General Meeting of the Company, or the date by which the next Annual General Meeting of the Company is required by law to be held, or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to issue shares in the capital of the Company pursuant to the exercise of options granted or to be granted under the Scheme and the vesting of share awards granted or to be granted under the Plan up to a number not exceeding in total (for the entire duration of the Scheme and the Plan) fifteen (15%) per cent of the total number of issued shares in the capital of the Company excluding treasury shares from time to time.
- The Resolution 10 in item 10 above, if passed, will authorise the Directors of the Company, from the date of this Annual General Meeting of the Company until the next Annual General Meeting of the Company, or the date by which the next Annual General Meeting of the Company is required by law to be held, or the date on which the share buy backs are carried out to the full extent mandated, or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to purchase or otherwise acquire ordinary shares in the capital of the Company not exceeding in aggregate the ten (10%) per cent of the issued ordinary share capital of the Company excluding any treasury shares at such price up to the Maximum Price (as defined above) as at the date of the passing of this Resolution 10. The details of the proposed renewal of the share buy back mandate are set out in the Letters to the Company's Shareholders dated 30 September 2016 accompanying this annual report.

NOTES

- (a) A member of the Company (otherwise than a relevant intermediary) is entitled to appoint not more than two (2) proxies to attend, speak and vote at the Annual General Meeting of the Company. Where such member appoints more than one proxy, the number of shares to be represented by each proxy shall be specified in the instrument appointing a proxy or proxies.
(b) A member of the Company who is a relevant intermediary is entitled to appoint more than two (2) proxies to attend, speak and vote at the Annual General Meeting of the Company, but each proxy must be appointed to exercise the rights attached to a different share or shares held by him (which number and class of shares shall be specified) and specified in the instrument appointing a proxy or proxies.
"Relevant intermediary" means:
(i) a banking corporation licensed under the Banking Act, Chapter 19 of Singapore, or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity;
(ii) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act, Chapter 289 of Singapore, and who holds shares in that capacity; or
(iii) the Central Provident Fund Board established by the Central Provident Fund Act, Chapter 36 of Singapore, in respect of shares purchased under the subsidiary legislation made under the Central Provident Fund Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Central Provident Fund Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.
- A proxy need not be a Member of the Company.
- If the appointor is a corporation, the instrument appointing a proxy or proxies must be executed either under its common seal or signed under the hand of its attorney or officer duly authorised on behalf of the corporation.
- The instrument appointing a proxy or proxies, duly executed, 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 forty-eight (48) hours before the time appointed for the holding of the Annual General Meeting of the Company.

PERSONAL DATA PRIVACY

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General Meeting of the Company 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 and administration by the Company (or its agents or service providers) of proxies and representatives appointed for the Annual General Meeting of the Company (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting of the Company (including any adjournment thereof), and in order for the Company (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 member discloses the personal data of the member's 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.