

HEALTH MANAGEMENT INTERNATIONAL LTD

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

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Sixteenth Annual General Meeting of HEALTH MANAGEMENT INTERNATIONAL LTD (the “**Company**”) will be held at:

Venue : Brickworks Auditorium, National Community Leadership Institute, 70 South Buona Vista Road, Singapore 118176

Date/Time : Tuesday, 28 October 2014 at 4:00 p.m.

to transact the following business:

AS ORDINARY BUSINESS

1. To receive, consider and adopt the Directors’ Report and Financial Statements for the financial year ended 30 June 2014 together with the Auditors’ Report thereon of the Company.

[Resolution 1]

2. To re-elect Dr Cheah Way Mun (“**Dr Cheah**”), retiring by rotation pursuant to Article 95 of the Company’s Articles of Association and who, being eligible, offers himself for re-election.

Dr Cheah, if re-elected, will remain as a member of the Audit Committee, Nominating Committee and Remuneration Committee. Dr Cheah is considered as an Independent Non-Executive Director.

[Resolution 2]

3. To note the retirement of Dr Chin Koy Nam, pursuant to Section 153(1) of the Companies Act, Cap. 50 as a Director of the Company.
[See Explanatory Note (i)]

4. To approve the payment of Directors’ Fees to the Independent and Non-Executive Directors of the Company of S\$181,093.50 for the financial year ended 30 June 2014 (2013: S\$172,470).

[Resolution 3]

5. To re-appoint Messrs PricewaterhouseCoopers LLP as the Auditors of the Company and to authorise the Directors to fix their remuneration.

[Resolution 4]

AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolutions as Ordinary Resolutions, with or without any modifications:

6. **Mandate to issue shares in the capital of the Company** **[Resolution 5]**

That authority be and is hereby given to the Directors to:

- (a) (i) issue shares in the Company (“**shares**”) whether by way of rights, bonus or otherwise; and/or
- (ii) make or grant 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 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 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 50 per cent 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 and instruments to be issued other than on a pro rata basis to shareholders of the Company shall not exceed 20 per cent 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 percentage of issued 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 for the time being in force (unless such compliance has been waived by the SGX-ST) and the Articles of Association for the time being of the Company; and
- (d) unless revoked or varied by the Company in 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 (ii)]

7. Authority to issue shares under the HMI Employee Share Option Scheme and the Employee Performance Share Plan

[Resolution 6]

That pursuant to Section 161 of the Companies Act, Cap. 50, the Directors of the Company be authorised and empowered to offer and grant options under the HMI Employee Share Option Scheme (the “**Scheme**”) and the Employee Performance Share Plan (“**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 share awards under the Plan, whether granted during the subsistence of this authority or otherwise, provided always that the aggregate number of additional ordinary shares to be allotted and issued pursuant to the Scheme and the Plan shall not exceed 15 per cent of the total number of issued shares (excluding treasury shares, if any) in the capital 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 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 (iii)]

8. To transact any other business as may properly be transacted at an Annual General Meeting.

By Order of the BOARD

Mr Lo Kim Seng
Company Secretary
13 October 2014
Singapore

EXPLANATORY NOTES

- (i) Pursuant to Section 153(1) of the Companies Act, Cap. 50, no person of or over the age of 70 years shall be appointed or act as a director of a public company or of a subsidiary of a public company. At present, Dr Chin Koy Nam has reached the age of 72. In the past two years, he was re-appointed as a director of the Company pursuant to Section 153(6) of the Companies Act, Cap. 50. He wishes to retire and not be re-appointed as an Executive Director of the Company at this Annual General Meeting. However, Dr Chin remains as the Group Medical Director.
- (ii) The Resolution 5 in item 6 above empowers the Directors 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 50% the issued shares (excluding treasury shares) in the capital of the Company. For the purpose of determining the aggregate number of shares that may be issued, the percentage of issued shares shall be based on the total number of issued shares (excluding treasury shares) in the capital of the Company at the time that Resolution 5 is passed, after adjusting for (a) new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time that Resolution 5 is passed, and (b) any subsequent bonus issue or consolidation or subdivision of shares.
- (iii) The Resolution 6 in item 7 above, if passed, will empower the Directors of the Company, from the date of this Meeting 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 general meeting, whichever is the earlier, to issue shares in the Company pursuant to the exercise of options granted or to be granted under the Scheme and the Plan up to a number not exceeding in total (for the entire duration of the Scheme and the Plan) 15 per cent of the total number of issued shares (excluding treasury shares, if any) in the capital of the Company from time to time.

NOTES

1. A member of the Company entitled to attend and vote at the Sixteenth Annual General Meeting of the Company is entitled to appoint one or two proxies to attend and vote in his stead.
2. Where a member appoints two proxies, the appointments shall be invalid unless he specifies the proportion of his shareholdings (expressed as a percentage of the whole) to be represented by each proxy.
3. A proxy need not be a member of the Company.
4. If the appointer is a corporation, the instrument appointing the proxy must be executed under seal or the hand of its duly authorised officer or attorney.
5. The instrument appointing a proxy must be deposited at the Registered Office of the Company at 167 Jalan Bukit Merah, #05-10 Connection One, Singapore 150167 not less than forty-eight (48) hours before the time appointed for holding the Meeting.

PERSONAL DATA PRIVACY

Where a member of the Company submits an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual 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) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the Annual General Meeting (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.