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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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### HEALTH MANAGEMENT INTERNATIONAL LTD

(Incorporated in the Republic of Singapore)

(Company Registration No. 199805241E)

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting (“**EGM**”) of Health Management International Ltd (the “**Company**”) will be held at Brickworks Auditorium, National Community Leadership Institute, 70 South Bouna Vista Road, Singapore 118176 on 28 October 2014 at 4.30 p.m. (or as soon thereafter following the conclusion or adjournment of the Annual General Meeting of the Company to be held at 4:00 p.m. on the same day and at the same place) for the purpose of considering and, if thought fit, passing with or without modifications, the resolutions set out below.

All capitalised terms in this Notice which are not defined herein shall have the same meaning ascribed to them in the Company’s circular to Shareholders dated 13 October 2014.

#### **ORDINARY RESOLUTION 1: THE PROPOSED ADOPTION OF THE SHARE BUY BACK MANDATE**

That:

- (a) for the purposes of Sections 76C and 76E of the Companies Act, Chapter 50 of Singapore (the “**Companies Act**”), the directors of the Company (the “**Directors**”) be and are hereby authorised to exercise all the powers of the Company to purchase or otherwise acquire ordinary shares in the capital of the Company (the “**Shares**”) not exceeding in aggregate the Prescribed Limit (as hereinafter defined), at such price(s) as may be determined by the Directors of the Company from time to time up to the Maximum Price (as hereinafter defined), whether by way of:

- (i) market purchases (each a “**Market Purchase**”) on the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”); and/or
- (ii) off-market purchases (each an “**Off-Market Purchase**”) effected otherwise than on the SGX-ST in accordance with any equal access scheme(s),

as may be determined or formulated by the Directors as they consider fit, which schemes shall satisfy all the conditions prescribed by the Companies Act, and otherwise in accordance with all other provisions of the Companies Act and the Listing Manual of the SGX-ST as may for the time being be applicable, be and is hereby authorized and approved generally and unconditionally (the “**Share Buy Back Mandate**”);

- (b) any Share that is purchased or otherwise acquired by the Company pursuant to the Share Buy Back Mandate shall, at the discretion of the Directors, either be cancelled or held in treasury and dealt with in accordance with the Companies Act;
- (c) unless varied or revoked by the Company in general meeting, the authority conferred on the Directors pursuant to the Share Buyback Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the passing of this Resolution and expiring on the earlier of:

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- (i) the date on which the next annual general meeting of the Company ("**AGM**") is held or is required by law to be held;
  - (ii) the date on which the share buybacks are carried out to the full extent mandated; or
  - (iii) the date on which the authority contained in the Share Buyback Mandate is varied or revoked;
- (d) for purposes of this Resolution:

**"Prescribed Limit"** means 10% of the issued ordinary share capital of the Company as at the date of passing of this Resolution unless the Company has effected a reduction of the share capital of the Company in accordance with the applicable provisions of the Companies Act, at any time during the Relevant Period, in which event the issued ordinary share capital of the Company shall be taken to be the amount of the issued ordinary share capital of the Company as altered (excluding any treasury shares that may be held by the Company from time to time);

**"Relevant Period"** means the period commencing from the date on which the last AGM was held and expiring on the date the next AGM is held or is required by law to be held, whichever is the earlier, after the date of this Resolution; and

**"Maximum Price"** in relation to a Share to be purchased, means an amount (excluding brokerage, commission, stamp duties, applicable goods and services tax, clearance fees and other related expenses) not exceeding:

- (i) in the case of a Market Purchase: 105% of the Average Closing Price; and
- (ii) in the case of an Off-Market Purchase: 120% of the Average Closing Price, where:

**"Average Closing Price"** means the average of the closing market prices of a Share over the last (5) five Market Days, on which the Shares are transacted on the SGX-ST or, as the case may be, such securities exchange on which the Shares are listed or quoted, 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 rules of the SGX-ST, for any corporate action that occurs after the relevant five (5) day period; and

**"date of the making of the offer"** means the date on which the Company announces its intention to make an offer for the purchase of Shares from shareholders of the Company stating the purchase price (which shall not be more than the Maximum Price calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase; and

**"Market Day"** means a day on which the SGX-ST is open for trading in securities; and

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- (e) any of the Directors be and are hereby authorised to complete and do all such acts and things (including without limitation, to execute all such documents as may be required and to approve any amendments, alterations or modifications to any documents), as they or he may consider desirable, expedient or necessary to give effect to the transactions contemplated by this Resolution.

### ORDINARY RESOLUTION 2: PROPOSED GRANT OF AWARDS TO DR. GAN SEE KHEM PURSUANT TO THE HMI PERFORMANCE SHARE PLAN

That:

- (a) approval be and is hereby given for a grant of Awards under the HMI Performance Share Plan to Dr. Gan See Khem, a controlling shareholder of the Company, on the following terms:

**Proposed date of grant of Awards** : Any time within 4 weeks from date of the EGM.

**Number of Shares comprised in the proposed Awards** : Up to 3,528,000 Shares.

**Performance target(s) and performance period(s)** : The above Award shall only be fully released upon the achievement of the prescribed performance target which will include certain targets to be achieved with respect to the Group's revenue and profit after tax, and subject to such further terms and conditions as set out in the relevant award letter(s). Performance targets set are intended to be based on medium-term corporate objectives and are stretched targets aimed at sustaining long term growth.

- (b) any of the Directors be and are hereby authorised to complete and do all such acts and things (including without limitation, to execute all such documents as may be required and to approve any amendments, alterations or modifications to any documents), as they or he may consider desirable, expedient or necessary to give effect to the transactions contemplated by this Resolution.

### ORDINARY RESOLUTION 3: PROPOSED GRANT OF OPTIONS TO DR. GAN SEE KHEM PURSUANT TO THE HMI EMPLOYEE SHARE OPTION SCHEME

That:

- (a) approval be and is hereby given for a grant of Options under the HMI Employee Share Option Scheme to Dr. Gan See Khem, a controlling shareholder of the Company, on the following terms:

**Proposed date of grant of Options** : Any time within 4 weeks from date of the EGM.

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**Number of Shares comprised  
in the proposed Options** : Up to 1,512,000 Shares.

**Exercise price per Share** : Market Price

**Exercise period** : Exercisable at any time after one year from the date of grant.

- (b) any of the Directors be and are hereby authorised to complete and do all such acts and things (including without limitation, to execute all such documents as may be required and to approve any amendments, alterations or modifications to any documents), as they or he may consider desirable, expedient or necessary to give effect to the transactions contemplated by this Resolution.

### ORDINARY RESOLUTION 4: PROPOSED GRANT OF AWARDS TO DR. CHIN KOY NAM PURSUANT TO THE HMI PERFORMANCE SHARE PLAN

That:

- (a) approval be and is hereby given for a grant of Awards under the HMI Performance Share Plan to Dr. Chin Koy Nam, a controlling shareholder of the Company, on the following terms:

**Proposed date of grant of  
Awards** : Any time within 4 weeks from date of the EGM.

**Number of Shares comprised  
in the proposed Awards** : Up to 1,764,000 Shares.

**Performance target(s) and  
performance period(s)** : The above Award shall only be fully released upon the achievement of the prescribed performance target which will include certain targets to be achieved with respect to the Group's revenue and profit after tax, and subject to such further terms and conditions as set out in the relevant award letter(s). Performance targets set are intended to be based on medium-term corporate objectives and are stretched targets aimed at sustaining long term growth.

- (b) any of the Directors be and are hereby authorised to complete and do all such acts and things (including without limitation, to execute all such documents as may be required and to approve any amendments, alterations or modifications to any documents), as they or he may consider desirable, expedient or necessary to give effect to the transactions contemplated by this Resolution.

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### ORDINARY RESOLUTION 5: PROPOSED GRANT OF OPTIONS TO DR. CHIN KOY NAM PURSUANT TO THE HMI EMPLOYEE SHARE OPTION SCHEME

That:

- (a) approval be and is hereby given for a grant of Options under the HMI Employee Share Option Scheme to Dr. Chin Koy Nam, a controlling shareholder of the Company, on the following terms:

**Proposed date of grant of Options** : Any time within 4 weeks from date of the EGM.

**Number of Shares comprised in the proposed Options** : Up to 756,000 Shares.

**Exercise price per Share** : Market Price

**Exercise period** : Exercisable at any time after one year from the date of grant.

- (b) any of the Directors be and are hereby authorised to complete and do all such acts and things (including without limitation, to execute all such documents as may be required and to approve any amendments, alterations or modifications to any documents), as they or he may consider desirable, expedient or necessary to give effect to the transactions contemplated by this Resolution.

### ORDINARY RESOLUTION 6: PROPOSED GRANT OF AWARDS TO MS. CHIN WEI JIA PURSUANT TO THE HMI PERFORMANCE SHARE PLAN

That:

- (a) approval be and is hereby given for a grant of Awards under the HMI Performance Share Plan to Ms. Chin Wei Jia, an associate of controlling shareholders of the Company, on the following terms:

**Proposed date of grant of Awards** : Any time within 4 weeks from date of the EGM.

**Number of Shares comprised in the proposed Awards** : Up to 3,528,000 Shares.

**Performance target(s) and performance period(s)** : The above Award shall only be fully released upon the achievement of the prescribed performance target which will include certain targets to be achieved with respect to the Group's revenue and profit after tax, and subject to such further terms and conditions as set out in the relevant award letter(s). Performance targets set

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are intended to be based on medium-term corporate objectives and are stretched targets aimed at sustaining long term growth.

- (b) any of the Directors be and are hereby authorised to complete and do all such acts and things (including without limitation, to execute all such documents as may be required and to approve any amendments, alterations or modifications to any documents), as they or he may consider desirable, expedient or necessary to give effect to the transactions contemplated by this Resolution.

### ORDINARY RESOLUTION 7: PROPOSED GRANT OF OPTIONS TO MS. CHIN WEI JIA PURSUANT TO THE HMI EMPLOYEE SHARE OPTION SCHEME

That:

- (a) approval be and is hereby given for a grant of Options under the HMI Employee Share Option Scheme to Ms. Chin Wei Jia, an associate of controlling shareholders of the Company, on the following terms:

**Proposed date of grant of Options** : Any time within 4 weeks from date of the EGM.

**Number of Shares comprised in the proposed Options** : Up to 1,512,000 Shares.

**Exercise price per Share** : Market Price

**Exercise period** : Exercisable at any time after one year from the date of grant.

- (b) any of the Directors be and are hereby authorised to complete and do all such acts and things (including without limitation, to execute all such documents as may be required and to approve any amendments, alterations or modifications to any documents), as they or he may consider desirable, expedient or necessary to give effect to the transactions contemplated by this Resolution.

By Order of the Board

Dr. Gan See Khem  
Executive Chairman and Managing Director

Singapore  
13 October 2014

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### Notes:

- (1) A Shareholder entitled to attend and vote at the EGM may appoint not more than two proxies to attend and vote in his/her stead. A Shareholder which is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf. A proxy need not be a Shareholder.
- (2) If a proxy is to be appointed, the instrument appointing a proxy must be duly deposited at the registered office of the Company at 167 Jalan Bukit Merah, #05-10, Connection One, Singapore 150167 not later than 48 hours before the time appointed for the holding of the EGM.
- (3) The instrument appointing a proxy must be signed by the appointor or his attorney duly authorised in writing. Where the instrument appointing a proxy is executed by a corporation, it must be executed either under its common seal or under the hand of any officer or attorney duly authorised.
- (4) A Depositor's name must appear on the Depository Register maintained by The Central Depository (Pte) Limited as at 48 hours before the time fixed for holding the EGM in order for the Depositor to be entitled to attend and vote at the EGM.

### Personal data privacy:

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) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the Extraordinary General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Extraordinary 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.