

**HEALTH MANAGEMENT INTERNATIONAL LTD**  
(UEN/Reg. No: 199805241E)  
(Incorporated in Singapore)

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**PROPOSED ACQUISITION BY PANASIA HEALTH LIMITED OF ALL THE ISSUED ORDINARY  
SHARES IN THE CAPITAL OF HEALTH MANAGEMENT INTERNATIONAL LTD BY WAY OF A  
SCHEME OF ARRANGEMENT**

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**RESULTS OF THE SCHEME MEETING**

**1. RESULTS OF THE SCHEME MEETING – SCHEME APPROVED**

**1.1 Introduction**

The board of directors (the "**Board**") of Health Management International Ltd (the "**Company**") refers to the scheme document (the "**Scheme Document**") despatched to the shareholders of the Company (the "**HMI Shareholders**") on 3 October 2019 in relation to the proposed acquisition by the PanAsia Health Limited (the "**Offeror**") of all the issued and paid-up ordinary shares in the capital of the Company, by way of a scheme of arrangement (the "**Scheme**") in accordance with Section 210 of the Companies Act (Cap. 50) of Singapore (the "**Companies Act**") and the Singapore Code on Take-overs and Mergers.

*Unless otherwise defined, capitalised terms in this Announcement shall bear the same meaning as set out in the Scheme Document.*

**1.2 Poll Results of the Scheme Meeting**

The Board wishes to announce that at the Scheme Meeting convened pursuant to an order of the Court dated 22 August 2019 and held today at Devan Nair Institute for Employment and Employability, Hall 3, Level 1, 80 Jurong East Street 21, Singapore 609607 at 3.00 p.m., the HMI Shareholders have, by a majority in number of HMI Shareholders present and voting, either in person or by proxy, at the Scheme Meeting, such majority representing at least three-fourths in value of the HMI Shares voted at the Scheme Meeting, **APPROVED** the Scheme.

The results of the poll on the resolution relating to the Scheme (the "**Scheme Resolution**") are set out in the following table:

Resolution		FOR		AGAINST		Total
		Number	Percentage (%)	Number	Percentage (%)	Number
To approve the Scheme	<b>HMI Shareholders present and voting (either in person or by proxy)</b>	295	94.25	18	5.75	313
	<b>HMI Shareholders represented by votes (either in person or by proxy)</b>	411,860,628	99.90	420,300	0.10	412,280,928

### 1.3 Details of Parties Required to Abstain from Voting on the Scheme Resolution

As set out in the Scheme Document, in accordance with the rulings from the Securities Industry Council of Singapore, certain HMI Shareholders are required to abstain from voting on the Scheme Resolution in respect of their HMI Shares. The following table sets out the HMI Shareholders who are required to abstain from voting and did in fact abstain from voting on the Scheme Resolution:

Name of HMI Shareholder	Number of HMI Shares held <sup>(1)</sup>	As a percentage of total HMI Shares in issue (%) <sup>(2)</sup>
Nam See Investment	297,755,183	35.56
Dr. Gan See Khem	10,765,853	1.29
Ms. Chin Wei Jia	10,320,432	1.23
Dr. Chin Koy Nam	4,266,420	0.51
Mr. Chin Wei Yao	2,265,718	0.27
Mr. Chin Wei Shan	1,514,475	0.18
Mr. David Lee Choon Hui	10,000	n.m. <sup>(3)</sup>

**Notes:**

- (1) Based on the information available to the Company as at 3 p.m. on 16 October 2019, being 48 hours prior to the Scheme Meeting.
- (2) Calculated based on there being 837,337,946 HMI Shares (excluding 1,642,934 treasury shares) in issue as at the date of this Announcement and rounded to two decimal places.
- (3) Not meaningful.

## 2. SCRUTINEER FOR THE SCHEME MEETING

DMS Corporate Services Pte. Ltd. was appointed as the scrutineer for the Scheme Meeting.

## 3. NEXT STEPS AND INDICATIVE TIMETABLE FOR THE SCHEME

In light of the approval by the HMI Shareholders of Scheme at Scheme Meeting, the Company will be submitting its application to the Court for sanction of the Scheme under Section 210 of the Companies Act.

Subject to the grant of the order of the Court sanctioning the Scheme (the "**Court Order**") and the satisfaction (or, where applicable, waiver) of all the Scheme Conditions in accordance with the terms of the Implementation Agreement, the Scheme shall become effective and binding upon the lodgement of the Court Order with ACRA.

As set out in the Scheme Document, HMI Shareholders should note the following indicative timetable in relation to the Scheme:

Expected date of Court hearing of the application to sanction the Scheme	:	11 November 2019 <sup>(1)</sup>
Expected last day of trading of the HMI Shares	:	15 November 2019
Expected Books Closure Date	:	19 November 2019, 5.00 p.m. <sup>(2)</sup>
Expected date of despatch of the Election Forms by the Offeror (or on its behalf) to Entitled HMI Shareholders	:	22 November 2019
Expected latest date and time for submission of Election Forms	:	6 December 2019 <sup>(3)</sup> , 5.00 p.m.
Expected Effective Date	:	20 December 2019 <sup>(4)</sup>
Expected date of payment of the Scheme Consideration	:	By 30 December 2019
Expected date for delisting of the HMI Shares	:	By 14 January 2020

### Notes:

- (1) The date of the Court hearing of the application to sanction the Scheme will depend on the date that is allocated by the Court.
- (2) The expected Books Closure Date is subject to the release of the Company's financial results for the first quarter ended 30 September 2019.
- (3) Entitled HMI Shareholders will be given a period of ten (10) Business Days to submit their Election Forms.
- (4) The Scheme will only become effective and binding upon if all the Scheme Conditions have been satisfied, or, as the case may be, waived in accordance with the Implementation Agreement and a copy of the Court Order has been lodged with ACRA.

The above timetable is indicative only and may be subject to change. Please refer to future announcement(s) by the Company and/or the SGX-ST for the exact dates of these events.

HMI Shareholders who are in any doubt as to the action they should take should consult their stockbroker, bank manager, solicitor, accountant, tax adviser or other professional advisers immediately.

#### **4. RESPONSIBILITY STATEMENT**

The directors of the Company (including any who may have delegated detailed supervision of the preparation of this Announcement) have taken all reasonable care to ensure that the facts stated and all opinions expressed in this Announcement which relate to the Company are fair and accurate and that there are no other material facts not contained in this Announcement, the omission of which would make any statement in this Announcement misleading. The directors of the Company jointly and severally accept responsibility accordingly.

Where any information has been extracted or reproduced from published or otherwise publicly available sources, the sole responsibility of the directors of the Company has been to ensure that, through reasonable enquiries, such information is accurately extracted from such sources or, as the case may be, reflected or reproduced in this Announcement.

By order of the Board

HEALTH MANAGEMENT INTERNATIONAL LTD  
18 October 2019