



IHH Healthcare Berhad

(Company No. 901914-V)
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“**EGM**”) of IHH Healthcare Berhad (“**IHH**” or “**Company**”) will be held at Ballroom 2, Level 3D, Sheraton Petaling Jaya Hotel, Jalan Utara C, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia on Monday, 9 December 2019 at 10.00 a.m. or any adjournment of the EGM, for the purpose of considering and if thought fit, passing the following resolution with or without modifications:

ORDINARY RESOLUTION

PROPOSED ACQUISITION OF THE ENTIRE ISSUED SHARE CAPITAL OF PRINCE COURT MEDICAL CENTRE SDN BHD (“PCMC”) BY PANTAI HOLDINGS SDN BHD (“PHSB”), AN INDIRECT WHOLLY-OWNED SUBSIDIARY OF IHH FROM PULAU MEMUTIK VENTURES SDN BHD (“PMV”), A WHOLLY-OWNED SUBSIDIARY OF KHAZANAH NASIONAL BERHAD, FOR A CASH CONSIDERATION OF RM1,020.0 MILLION (“PROPOSED ACQUISITION”)

“THAT, subject to and conditional upon the approvals and/or consents from all relevant regulatory authorities and/or third parties being obtained and subject to the conditions precedent stipulated in the conditional share purchase agreement dated 17 September 2019 between PHSB and PMV in respect of the Proposed Acquisition (“**SPA**”) being fulfilled or waived, approval be and is hereby given to PHSB to acquire the entire issued share capital of PCMC from PMV for a cash consideration of RM1,020.0 million, on the terms and subject to the conditions set out in the SPA.

AND THAT the Board of Directors of the Company (“**Board**”) be and is hereby authorised to sign and execute all documents, do all things and acts as may be required, necessary or appropriate to give full effect to the Proposed Acquisition with full power to assent to any conditions, modifications, variations and/or amendments in any manner as may be required or permitted and to deal with all matters relating thereto and to take all such steps and do all acts and things for and on behalf of the Company in any manner as they may deem fit or necessary or expedient to implement, finalise and give full effect to the Proposed Acquisition.”

BY ORDER OF THE BOARD

IDA SURYATI BINTI AB RAHIM (LS0009477)

SEOW CHING VOON (MAICSA 7045152)

Company Secretaries

Kuala Lumpur

22 November 2019

**NOTES:
PROXY AND/OR AUTHORISED REPRESENTATIVES**

1. A member entitled to attend and vote at the EGM is entitled to appoint a proxy or proxies to exercise all or any of his/her rights to attend, participate, speak and vote in his/her stead.
2. Where a member of the Company is an exempt authorised nominee which holds shares in the Company for multiple beneficial owners in one securities account (“omnibus account”) as defined under the Securities Industry (Central Depositories) Act 1991, there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
3. A member other than an exempt authorised nominee shall be entitled to appoint not more than two (2) proxies to attend and vote at the same meeting. Notwithstanding the foregoing, any member other than an exempt authorised nominee who is also a substantial shareholder (within the meaning of the Companies Act 2016) shall be entitled to appoint up to (but not more than) five (5) proxies. Where such member appoints more than one (1) proxy, the appointment shall be invalid unless the percentage of the shareholding to be represented by each proxy is specified.
4. The instrument appointing a proxy shall:
 - (i) in the case of an individual, be signed by the appointer or by his/her attorney; and
 - (ii) in the case of corporation, be either under its common seal or signed by its attorney or an officer on behalf of the corporation.

A copy of the Authorisation Document or the duly registered Power of Attorney, which should be valid in accordance with the laws of the jurisdiction in which it was created and exercised, should be enclosed with the form of proxy.

5. A corporation which is a member, may by resolution of its Directors or other governing body authorise such person as it thinks fit to act as its representative at the EGM, in accordance with IHH’s Constitution.
6. The instrument appointing the proxy together with the Authorisation Document or the duly registered Power of Attorney referred to in Note 4 above, if any, must be deposited at the office of the Share Registrar, Boardroom Share Registrars Sdn Bhd (formerly known as Symphony Share Registrars Sdn Bhd) at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia not less than forty-eight (48) hours before the time appointed for holding of the EGM or any adjournment thereof.
7. **Personal data privacy**

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM 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 EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (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.
8. **Members entitled to attend**

Only members whose names appear in the General Meeting Record of Depositors on 2 December 2019 shall be entitled to attend, speak and vote at the EGM or appoint a proxy(ies) on his/her behalf.