

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Third Annual General Meeting of IHH HEALTHCARE BERHAD ("IHH" or "the Company") will be held at The Gardens Ballroom, The Gardens Hotel & Residences, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur, Wilayah Persekutuan, Malaysia on Tuesday, 25 June 2013 at 10.00 a.m. for the following purposes:

AGENDA

1. To receive the Audited Financial Statements for the financial year ended 31 December 2012 together with the Reports of the Directors and Auditors thereon.
2. To re-elect the following Directors who retire pursuant to Article 113(1) of the Articles of Association of the Company:
 - (i) Tan Sri Dato' Dr Abu Bakar bin Suleiman Ordinary Resolution 1
 - (ii) Dr Lim Cheok Peng Ordinary Resolution 2
 - (iii) Dato' Mohammed Azlan bin Hashim Ordinary Resolution 3
3. To re-elect YM Tengku Dato' Sri Azmil Zahrudin bin Raja Abdul Aziz who retires pursuant to Article 120 of the Articles of Association of the Company. Ordinary Resolution 4
4. To re-appoint Messrs KPMG as Auditors of the Company and to authorise the Directors to fix their remuneration. Ordinary Resolution 5

AS SPECIAL BUSINESS

To consider and if thought fit, pass the following resolutions:

5. **AUTHORITY TO ALLOT SHARES PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965** Ordinary Resolution 6

"THAT subject to the Companies Act, 1965, the Articles of Association of the Company and the approvals from Bursa Malaysia Securities Berhad and other relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered, pursuant to Section 132D of the Companies Act, 1965, to issue shares in the Company from time to time and upon such terms and conditions and for such purposes as the Directors may deem fit provided that the aggregate number of shares to be issued pursuant to this Resolution in any one financial year does not exceed ten per centum (10%) of the nominal value of the issued and paid up share capital of the Company for the time being and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company."

6. **PROPOSED ALLOCATION OF UNITS UNDER THE LONG TERM INCENTIVE PLAN OF THE IHH GROUP AND ISSUANCE OF NEW ORDINARY SHARES OF RM1.00 EACH IN IHH (“IHH SHARES”) TO TAN SRI DATO’ DR ABU BAKAR BIN SULEIMAN**

Ordinary Resolution 7

“THAT approval be and is hereby given for the Directors of the Company at any time and from time to time, commencing from the date of the shareholders’ approval (“Approval Date”) and expiring at the conclusion of the annual general meeting of the Company commencing next after the Approval Date or the expiration of the period within which the next annual general meeting of the Company is required to be held, to allocate, grant and subsequently vest such number of units as the same may be allocated, granted and vested to Tan Sri Dato’ Dr Abu Bakar bin Suleiman, the Executive Chairman of the Company, under any of the Long Term Incentive Plans of the IHH Group, and to allot and issue a corresponding number of new IHH shares to him upon the surrender of such units to the Company, as part of the compensation package for his services to the Company and/or its group of companies, subject always that the total allocation shall not exceed the aggregate value of Ringgit Malaysia 234,000 (“Value Allocation”), equivalent to the total number of units that may be granted and vested or the corresponding number of IHH Shares that may be allotted and issued within that Value Allocation based on issue price per unit/IHH Share to be determined based on the five (5)-day weighted average market price of IHH Shares as traded on Bursa Malaysia Securities Berhad prior to the issue date, subject always to the terms and conditions and/or adjustments which may be made in accordance with the provisions of the respective Bye Laws for the Long Term Incentive Plan.”

7. **PROPOSED ALLOCATION OF UNITS UNDER THE LONG TERM INCENTIVE PLAN OF THE IHH GROUP AND ISSUANCE OF NEW ORDINARY SHARES OF RM1.00 EACH IN IHH (“IHH SHARES”) TO DR LIM CHEOK PENG**

Ordinary Resolution 8

“THAT approval be and is hereby given for the Directors of the Company at any time and from time to time, commencing from the date of the shareholders’ approval (“Approval Date”) and expiring at the conclusion of the annual general meeting of the Company commencing next after the Approval Date or the expiration of the period within which the next annual general meeting of the Company is required to be held, to allocate, grant and subsequently vest such number of units as the same may be allocated, granted and vested to Dr Lim Cheok Peng, the Managing Director of the Company, under any of the Long Term Incentive Plans of the IHH Group, and to allot and issue a corresponding number of new IHH Shares to him upon the surrender of such units to the Company, as part of the compensation package for his services to the Company and/or its group of companies, subject always that the total allocation shall not exceed the aggregate value of Singapore Dollars 1,995,000 or its equivalent amount in Ringgit Malaysia as converted using the middle rate of Bank Negara Malaysia foreign exchange on the issue date (“Value Allocation”), equivalent to the total number of units that may be granted and vested or the corresponding number of IHH Shares that may be allotted and issued within that Value Allocation based on issue price per unit/IHH Share to be determined based on the five (5)-day weighted average market price of IHH Shares as traded on Bursa Malaysia Securities Berhad prior to the issue date, subject always to the terms and conditions and/or adjustments which may be made in accordance with the provisions of the respective Bye Laws for the Long Term Incentive Plan.”

8. **PROPOSED ALLOCATION OF UNITS UNDER THE LONG TERM INCENTIVE PLAN OF THE IHH GROUP AND ISSUANCE OF NEW ORDINARY SHARES OF RM1.00 EACH IN IHH ("IHH SHARES") TO DR TAN SEE LENG** Ordinary Resolution 9

"THAT approval be and is hereby given for the Directors of the Company at any time and from time to time, commencing from the date of the shareholders' approval ("Approval Date") and expiring at the conclusion of the annual general meeting of the Company commencing next after the Approval Date or the expiration of the period within which the next annual general meeting of the Company is required to be held, to allocate, grant and subsequently vest such number of units as the same may be allocated, granted and vested to Dr Tan See Leng, an Executive Director of the Company, under any of the Long Term Incentive Plans of the IHH Group, and to allot and issue a corresponding number of new IHH Shares to him upon the surrender of such units to the Company, as part of the compensation package for his services to the Company and/or its group of companies, subject always that the total allocation shall not exceed the aggregate value of Singapore Dollars 1,785,000 or its equivalent amount in Ringgit Malaysia as converted using the middle rate of Bank Negara Malaysia foreign exchange on the issue date ("Value Allocation"), equivalent to the total number of units that may be granted and vested or the corresponding number of IHH Shares that may be allotted and issued within that Value Allocation based on issue price per unit/IHH Share to be determined based on the five (5)-day weighted average market price of IHH Shares as traded on Bursa Malaysia Securities Berhad prior to the issue date, subject always to the terms and conditions and/or adjustments which may be made in accordance with the provisions of the respective Bye Laws for the Long Term Incentive Plan."

9. **PROPOSED ALLOCATION OF UNITS UNDER THE LONG TERM INCENTIVE PLAN OF THE IHH GROUP AND ISSUANCE OF NEW ORDINARY SHARES OF RM1.00 EACH IN IHH ("IHH SHARES") TO MEHMET ALI AYDINLAR** Ordinary Resolution 10

"THAT approval be and is hereby given for the Directors of the Company at any time and from time to time, commencing from the date of the shareholders' approval ("Approval Date") and expiring at the conclusion of the annual general meeting of the Company commencing next after the Approval Date or the expiration of the period within which the next annual general meeting of the Company is required to be held, to allocate, grant and subsequently vest such number of units as the same may be allocated, granted and vested to Mehmet Ali Aydinlar, an Executive Director of the Company, under any of the Long Term Incentive Plans of the IHH Group, and to allot and issue a corresponding number of new IHH Shares to him upon the surrender of such units to the Company, as part of the compensation package for his services to the Company and/or its group of companies, subject always that the total allocation shall not exceed the aggregate value of United State Dollars 891,000 or its equivalent amount in Ringgit Malaysia as converted using the middle rate of Bank Negara Malaysia foreign exchange on the issue date ("Value Allocation"), equivalent to the total number of units that may be granted and vested or the corresponding number of IHH Shares that may be allotted and issued within that Value Allocation based on issue price per unit/IHH Share to be determined based on the five (5)-day weighted average market price of IHH Shares as traded on Bursa Malaysia Securities Berhad prior to the issue date, subject always to the terms and conditions and/or adjustments which may be made in accordance with the provisions of the respective Bye Laws for the Long Term Incentive Plan."

10. **PROPOSED ALLOCATION OF UNITS UNDER THE LONG TERM INCENTIVE PLAN OF THE IHH GROUP AND ISSUANCE OF NEW ORDINARY SHARES OF RM1.00 EACH IN IHH (“IHH SHARES”) TO AHMAD SHAHIZAM BIN MOHD SHARIF**

Ordinary Resolution 11

“THAT approval be and is hereby given for the Directors of the Company at any time and from time, commencing from the date of the shareholders’ approval (“Approval Date”) and expiring at the conclusion of the annual general meeting of the Company commencing next after the Approval Date or the expiration of the period within which the next annual general meeting of the Company is required to be held, to time to allocate, grant and subsequently vest such number of units as the same may be allocated, granted and vested to Ahmad Shahizam bin Mohd Shariff, an Executive Director of the Company, under any of the Long Term Incentive Plans of the IHH Group, and to allot and issue a corresponding number of new IHH Shares to him upon the surrender of such units to the Company, as part of the compensation package for his services to the Company and/or its group of companies, subject always that the total allocation shall not exceed the aggregate value of Singapore Dollars 630,000 or its equivalent amount in Ringgit Malaysia as converted using the middle rate of Bank Negara Malaysia foreign exchange on the issue date (“Value Allocation”), equivalent to the total number of units that may be granted and vested or the corresponding number of IHH Shares that may be allotted and issued within that Value Allocation based on issue price per unit/IHH Share to be determined based on the five (5)-day weighted average market price of IHH Shares as traded on Bursa Malaysia Securities Berhad prior to the issue date, subject always to the terms and conditions and/or adjustments which may be made in accordance with the provisions of the respective Bye Laws for the Long Term Incentive Plan.”

BY ORDER OF THE BOARD

SEOW CHING VOON (MAICSA 7045152)
Company Secretary

Kuala Lumpur
3 June 2013

NOTES:

PROXY AND/OR AUTHORISED REPRESENTATIVES

1. A member entitled to attend and vote at the above Meeting is entitled to appoint a proxy to attend and vote in his/her stead. A proxy need not be a member of the Company and the provision of Section 149(1)(b) of the Companies Act, 1965 ("Act") shall not apply to the Company.
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 ("SICDA"), 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 Act) 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.
 - (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 proxy form.

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 Meeting, in accordance with Article 101 of the Company's Articles of Association.
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, Symphony Share Registrars Sdn Bhd at Level 6, Symphony House, Pusat Dagangan Dana 1, Jalan PJU 1A/46, 47301 Petaling Jaya, Selangor Darul Ehsan, Malaysia not less than 48 hours before the time appointed for holding of the Meeting or at any adjournment thereof.

MEMBERS ENTITLED TO ATTEND

7. Only Members whose names appear in the General Meeting Record of Depositors on 18 June 2013 shall be entitled to attend, speak and vote at this Third Annual General Meeting of the Company or appoint a proxy(ies) on his/her behalf.

EXPLANATORY NOTES ON SPECIAL BUSINESS:

1. Resolution pursuant to Section 132D of the Companies Act 1965

The proposed Ordinary Resolution 6 is for the purpose of granting a general mandate ("General Mandate") and empowering the Directors to issue shares in the Company up to an amount of not exceeding in total ten per centum (10%) of the nominal value of the issued and paid-up share capital of the Company for any possible fund raising activities, funding investment project(s), working capital and/or acquisitions involving equity deals or part equity or such purposes as the Directors consider would be in the interest of the Company. The approval is sought to avoid any delay and cost in convening separate general meetings for such issuance of shares.

The Company did not seek a General Mandate from the shareholders at the Second Annual General Meeting of the Company held on 15 June 2012. This is the first time the Company is seeking the General Mandate from the shareholders as a listed issuer after its official listing on 25 July 2012 on the Main Market of Bursa Malaysia Securities Berhad and on the Main Board of Singapore Exchange Securities Trading Limited.

2. Resolutions pursuant to the proposed allocation of units under the Long Term Incentive Plan ("LTIP") of the IHH Group and new ordinary shares of RM1.00 each in the Company ("IHH Shares") to the Executive Directors of the Company i.e. Tan Sri Dato' Dr Abu Bakar bin Suleiman, Dr Lim Cheok Peng, Dr Tan See Leng, Mehmet Ali Aydinlar and Ahmad Shahizam bin Mohd Shariff ("Proposed Allocation")

Introduction

The proposed Ordinary Resolutions 7-11 are for the purpose of approving the allocation of LTIP units and the corresponding number of new IHH Shares to the Executive Directors of the Company i.e. Tan Sri Dato' Dr Abu Bakar bin Suleiman, Dr Lim Cheok Peng, Dr Tan See Leng, Mehmet Ali Aydinlar and Ahmad Shahizam bin Mohd Shariff under the LTIP as established by our Company, Pantai Holdings Berhad ("Pantai"), Parkway Holdings Limited ("Parkway") and/or IMU Health Sdn Bhd ("IMU Health").

On 2 July 2012, we had disclosed in our Prospectus issued pursuant to our initial public offering that pursuant to four separate LTIPs that were established at our Company, Pantai, Parkway and IMU Health, which came into effect on 25 March 2011, 24 May 2011, 21 April 2011 and 25 August 2011 respectively, we will make available new IHH Shares, not exceeding in aggregate 2.0% of the issued and paid-up share capital of our Company during the subsistence of the LTIPs, to be issued under the LTIP units granted under the respective LTIP to eligible employees including the Executive Directors of our Company, Pantai, Parkway and IMU Health and their subsidiaries. Shareholders' approval of our Company for the LTIPs was obtained on 25 March 2011. The terms of the LTIP bye laws was amended on 18 April 2012 which was duly approved by the shareholder of our Company on 18 April 2012. After Acibadem Saglik Yatirimlari Holding A.S. ("Acibadem Holding") became our subsidiary in 2012, the eligible employees of Acibadem Holding and its subsidiaries are also eligible to participate in the LTIP established at our Company.

As at 6 May 2013, being the latest practicable date before the date of this notice ("LPD"), a total of 30,149,415 LTIP units have been granted to the eligible employees of our Group. During the period between 25 March 2011 and 31 December 2011, a total of 13,647,576 LTIP units have been granted to the eligible employees of our Group, whereby these LTIP units were granted on a base value of RM2.00 for each LTIP unit. During the period between 1 January 2012 and 24 July 2012, additional 11,975,229 LTIP units have been granted to the eligible employees of our Group, whereby these LTIP units were granted on a base value of RM2.50 for each LTIP unit. During the period between 25 July 2012 until the LPD, an additional 4,526,610 LTIP units have been granted to the eligible employees of our Group whereby these LTIP units were granted on a base value of RM 3.68 for each LTIP unit. Out of the total 30,149,415 LTIP units that have been granted between 25 March 2011 until the LPD: (1) a total of 11,043,901 LTIP units have been vested and surrendered and the corresponding number of new IHH Shares were issued and allotted in lieu thereof; (2) a total of 3,599,399 LTIP units have been cancelled due to termination of employment or other reason not due to the surrender of LTIP units; and (3) the balance of 15,506,115 LTIP units that have not been vested in the relevant eligible employees and not cancelled based on the LTIP records as at the LPD, will vest in them according to the vesting dates as prescribed on the certificate of LTIP units held by such eligible employees.

All LTIP units that have been vested must be surrendered to the Company and the Company shall allot and issue to the eligible employee such number of IHH Shares on the basis of one Share for each LTIP unit. There is no price payable by the eligible employee or Executive Directors for the allotment and issuance of new IHH Shares to them upon surrender of the LTIP units. No Shares will be allotted and issued upon the surrender of LTIP units if such allotment and issuance would violate any provision of applicable laws, nor shall any LTIP units be exercisable more than ten years from the date on which the LTIP becomes effective. No LTIP unit shall be granted pursuant to the LTIP on or after the tenth anniversary of the date on which the LTIP becomes effective.

Rationale of the Proposed Allocation

The purpose of the LTIP is to promote ownership of IHH Shares by eligible employees of our Group including the Executive Directors, thereby motivating eligible employees including the Executive Directors to work towards achieving our business goals and objectives and to enable us to attract, retain and reward eligible employees of our Group by permitting them to participate in our Company's growth. The LTIP units are granted to eligible employees including Executive Directors in lieu of a cash bonus as part of the annual compensation package and upon the meeting of performance targets based on the annual financial results of our Group. The Proposed Allocation is part of the compensation package to the Executive Directors.

Maximum Number and Basis of Allocation

The actual number of LTIP units to be granted to the Executive Directors of the Company will be determined at the sole and absolute discretion of the Board after taking into account their performance in the Company or its group of companies or such other matters which the Board may in their sole discretion deem fit. In respect of the Proposed Allocation, upon considering the actual performance of Parkway Pantai Limited, IMU Health and Acibadem Holding and their respective group of companies for the financial year ended 2012, the Board recommends the total allocation to the Executive Directors based on the aggregate value in the currency applicable in the jurisdiction each Executive Director is based in to be converted using the middle rate of Bank Negara Malaysia foreign exchange on the issue date which will be equivalent to the total number of units that may be granted and vested or the corresponding number of IHH Shares that may be allotted and issued within that aggregate value based on issue price per unit/IHH Share to be determined based on the five (5) day weighted average market price of IHH Shares as traded on Bursa Malaysia Securities Berhad prior to the issue date provided that the said allocation shall not exceed 2.0% of the issued and paid-up share capital of our Company. The total number of Shares which may be issued under LTIP Units granted under this Plan to a Participant who either singly or collectively with persons connected with him owns twenty per cent (20%) or more of the issued and paid up capital of the Company shall not exceed in aggregate ten per cent (10%) of the total number of Shares to be issued under the LTIP.

Unit Price, Ranking and Listing

The IHH Shares to be issued to the Executive Directors upon the surrender of all granted and vested LTIP units shall be based on the five (5) day weighted average market price of IHH Shares at the time the LTIP unit is issued. The new IHH Shares to be issued pursuant to the Proposals shall, upon allotment and issue, rank equally in all respects with the existing IHH Shares save that they shall not be entitled to any rights, allotments, entitlements, dividends and/or distributions, the entitlement date of which is prior to the date of allotment of such new IHH Shares to be issued. The new IHH Shares to be issued pursuant to the Proposals shall be primarily listed on the Main Market of Bursa Malaysia Securities Berhad and secondarily listed on the Main Board of Singapore Exchange Securities Trading Limited, subject to obtaining the necessary approvals.

Directors' and Major Shareholders' Interests

Each of Tan Sri Dato' Dr Abu Bakar bin Suleiman, Dr Lim Cheok Peng, Dr Tan See Leng, Mehmet Ali Aydinlar, Ahmad Shahizam bin Mohd Shariff is deemed interested in the Proposed Allocation to him individually.

Accordingly, each of Tan Sri Dato' Dr Abu Bakar bin Suleiman, Dr Lim Cheok Peng, Dr Tan See Leng, Mehmet Ali Aydinlar, Ahmad Shahizam bin Mohd Shariff has abstained and will continue to abstain from all deliberations and voting on the Proposed Allocation to him individually at the relevant Board meetings of IHH. In addition, each of Tan Sri Dato' Dr Abu Bakar bin Suleiman, Dr Lim Cheok Peng, Dr Tan See Leng, Mehmet Ali Aydinlar, Ahmad Shahizam bin Mohd Shariff will abstain and has undertaken to ensure that persons connected to him will abstain from voting in respect of their respective direct and/or indirect shareholding in IHH, if any, on the resolutions pertaining to the Proposed Allocation to him individually at the AGM to be convened.

Save as disclosed above, none of the directors, major shareholders and persons connected to the directors and major shareholders of IHH are interested in the Proposed Allocation.