

GENERAL MEETINGS: Notice of Meeting

IHH HEALTHCARE BERHAD

Type of Meeting	Extraordinary General Meeting
Indicator	Notice of Meeting
Description	Notice of Extraordinary General Meeting
Date of Meeting	15 Jun 2015
Time	11:30 AM
Venue	Ballroom A & B, Level 6, Hilton Hotel KL Sentral, 3 Jalan Stesen Sentral, 50470 Kuala Lumpur
Date of General Meeting Record of Depositors	08 Jun 2015

Please refer attachment below.

Attachments

[IHH_Notice of Extraordinary General Meeting.pdf](#)
127.4 kB

Announcement Info

Company Name	IHH HEALTHCARE BERHAD
Stock Name	IHH
Date Announced	22 May 2015
Category	General Meeting
Reference Number	GMA-20052015-00009



IHH Healthcare Berhad

(Company No. 901914-V)

(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE IS HEREBY GIVEN THAT an extraordinary general meeting ("**EGM**") of IHH Healthcare Berhad ("**IHH**" or "**Company**") will be held at Ballroom A & B, Level 6, Hilton Hotel KL Sentral, 3 Jalan Stesen Sentral, 50470 Kuala Lumpur, Wilayah Persekutuan, Malaysia, on Monday, 15 June 2015 at 11.30 a.m. or immediately after the conclusion or adjournment (as the case may be) of the Fifth Annual General Meeting of the Company to be held at the same venue on the same day at 10.00 a.m., whichever is later, or at any adjournment of the EGM, for the purpose of considering and if thought fit, passing the following resolutions with or without modification:

ORDINARY RESOLUTION 1

PROPOSED ESTABLISHMENT OF AN ENTERPRISE OPTION SCHEME ("SCHEME") OF UP TO TWO PERCENT (2%) OF THE ISSUED AND PAID-UP SHARE CAPITAL (EXCLUDING TREASURY SHARES) OF IHH HEALTHCARE BERHAD ("IHH" OR "COMPANY") AT ANY TIME DURING THE EXISTENCE OF THE SCHEME ("PROPOSED EOS")

"THAT subject to the approvals of all relevant authorities for the Proposed EOS being obtained and to the extent permitted by law and the Memorandum and Articles of Association of IHH, including but not limited to, the approval of Bursa Malaysia Securities Berhad ("**Bursa Securities**") for the listing of and quotation for the new ordinary shares of RM1.00 each in IHH ("**IHH Shares**" or "**Shares**") to be issued pursuant to the exercise of the options under the Scheme primarily on the Main Market of Bursa Securities, approval be and is hereby given to the Directors of the Company to:

- (i) establish, implement and administer the Scheme for the benefit of the entitled Executive Directors and selected senior management of IHH and its subsidiaries, excluding dormant subsidiaries ("**IHH Group**" or "**Group**"), who fulfill the criteria of eligibility for participation in the Scheme ("**Entitled Persons**") in accordance with the bye laws of the Scheme as set out in Appendix I of this Circular to Shareholder of IHH dated 23 May 2015 ("**Bye Laws**");
- (ii) allot and issue to the Entitled Persons and/or procure the transfer of such number of IHH Shares to the Entitled Persons pursuant to exercise of the options granted under the Scheme from time to time during the duration of the Scheme as may be required, provided that the total number of the IHH Shares to be allotted, issued and/or transferred shall not exceed two percent (2%) in aggregate of the total issued and paid-up share capital (excluding treasury shares) of the Company ("**Scheme Shares**") at any time during the duration of the Scheme, and that such IHH Shares shall, upon allotment and issuance, rank *pari passu* in all respect with the then existing issued and fully paid-up IHH Shares provided that if there is any right to participate in any rights or bonus issue, allotment, dividends or distribution, the new IHH Shares shall rank *pari passu* with the then existing IHH Shares only if the date of the issue of the new IHH Shares is on or before the relevant entitlement date;
- (iii) do all things necessary and make the necessary application at the appropriate time to Bursa Securities for the listing of and quotation for the new IHH Shares primarily on the Main Market of Bursa Securities, which may from time to time be allotted and issued pursuant to the exercise of the options under the Scheme;

- (iv) modify and/or amend the Scheme and/or the Bye Laws from time to time as may be required/permitted by the authorities or deemed necessary by the authorities or the Board of Directors of IHH provided that such modifications and/or amendments are effected in accordance with the provisions of the Bye Laws relating to such modifications and/or amendments;

THAT the Directors be and are hereby authorised to give effect to the Proposed EOS with full power to assent to and to adopt such conditions, variations, modifications and/or amendments in any manner as may be deemed fit/required by any relevant authorities and to deal with all matters relating thereto and to take such steps and to do all acts and things and execute all necessary documents in any manner as deemed necessary or expedient in order to implement, finalise and to give full effect to the Proposed EOS;

AND THAT the proposed Bye Laws which is in compliance with the Main Market Listing Requirements of Bursa Securities ("**Listing Requirements**"), be and is hereby approved."

ORDINARY RESOLUTION 2

PROPOSED ALLOCATION OF OPTIONS TO TAN SRI DATO' DR ABU BAKAR BIN SULEIMAN

"THAT subject to passing of Ordinary Resolution 1, the Directors of the Company be and are hereby authorised at any time, and from time to time during the duration of the Scheme, to offer options to subscribe for such number of new IHH Shares and/or to purchase such number of existing IHH Shares to Tan Sri Dato' Dr Abu Bakar bin Suleiman, the Non-Independent Executive Chairman of the Company, under the Scheme as they shall deem fit, subject always to such terms and conditions of the Bye Laws and provided that not more than ten percent (10%) of the Scheme Shares available under the Scheme shall be allocated, issued and/or transferred to any individual Entitled Person who, either singly or collectively through persons connected (as defined under the Listing Requirements) with him, holds twenty percent (20%) or more of the issued and paid-up share capital (excluding treasury shares) of the Company;

AND THAT the Directors of the Company be and are hereby authorised to allot, issue and/or transfer IHH Shares pursuant to the exercise of the options under the Scheme to him from time to time."

ORDINARY RESOLUTION 3

PROPOSED ALLOCATION OF OPTIONS TO DR TAN SEE LENG

"THAT subject to passing of Ordinary Resolution 1, the Directors of the Company be and are hereby authorised at any time, and from time to time during the duration of the Scheme, to offer options to subscribe for such number of new IHH Shares and/or to purchase such number of existing IHH Shares to Dr Tan See Leng, the Managing Director and Chief Executive Officer of the Company, under the Scheme as they shall deem fit, subject always to such terms and conditions of the Bye Laws and provided that not more than ten percent (10%) of the Scheme Shares available under the Scheme shall be allocated, issued and/or transferred to any individual Entitled Person who, either singly or collectively through persons connected (as defined under the Listing Requirements) with him, holds twenty percent (20%) or more of the issued and paid-up share capital (excluding treasury shares) of the Company;

AND THAT the Directors of the Company be and are hereby authorised to allot, issue and/or transfer IHH Shares pursuant to the exercise of the options under the Scheme to him from time to time."

ORDINARY RESOLUTION 4

PROPOSED ALLOCATION OF OPTIONS TO MEHMET ALI AYDINLAR

“THAT subject to passing of Ordinary Resolution 1, the Directors of the Company be and are hereby authorised at any time, and from time to time during the duration of the Scheme, to offer options to subscribe for such number of new IHH Shares and/or to purchase such number of existing IHH Shares to Mehmet Ali Aydinlar, the Non-Independent Executive Director of the Company, under the Scheme as they shall deem fit, subject always to such terms and conditions of the Bye Laws and provided that not more than ten percent (10%) of the Scheme Shares available under the Scheme shall be allocated, issued and/or transferred to any individual Entitled Person who, either singly or collectively through persons connected (as defined under the Listing Requirements) with him, holds twenty percent (20%) or more of the issued and paid-up share capital (excluding treasury shares) of the Company;

AND THAT the Directors of the Company be and are hereby authorised to allot, issue and/or transfer IHH Shares pursuant to the exercise of the options under the Scheme to him from time to time.”

BY ORDER OF THE BOARD

MICHELE KYTHE LIM BENG SZE (LS 0009763)

SEOW CHING VOON (MAICSA 7045152)

Company Secretaries

Kuala Lumpur

23 May 2015

Notes:

PROXY AND/OR AUTHORISED REPRESENTATIVES

1. A member entitled to attend and vote at the EGM 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, 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 EGM, 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 forty-eight (48) hours before the time appointed for holding of the EGM or at any adjournment thereof.

MEMBERS ENTITLED TO ATTEND

7. Only Members whose names appear in the General Meeting Record of Depositors on 8 June 2015 shall be entitled to attend, speak and vote at the EGM of the Company or appoint a proxy(ies) on his/her behalf.