
NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of Quality HealthCare Asia Limited (the "Company") will be held at 1901, 19th Floor, Shui On Centre, 8 Harbour Road, Wanchai, Hong Kong on Friday, 7 June 2002 at 11:30 a.m., for the following purposes:

1. To receive and consider the audited consolidated financial statements and the reports of the directors and the auditors for the year ended 31 December 2001;
2. To re-elect directors and authorise the board of directors to fix their remuneration;
3. To re-appoint auditors and to authorise the directors to fix their remuneration;
4. To consider and, if thought fit, pass the following resolutions as ordinary resolutions:

(a) **"THAT**

- (i) subject to paragraph (a)(iii) of this resolution, the exercise by the directors during the Relevant Period (as defined in paragraph (a)(v) of the resolution) of all the powers of the Company to allot, issue or otherwise deal with additional shares or securities convertible into shares, or options, warrants or similar rights to subscribe for any shares, and to make or grant offers, agreements and options which would or might require the exercise of such powers, be and is hereby generally and unconditionally approved;
- (ii) the approval in paragraph (a)(i) of this resolution shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements and options which would or might require the exercise of such powers after the end of the Relevant Period;
- (iii) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally, to be allotted (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in paragraph (a)(i) of this resolution, otherwise than pursuant to:
 - (aa) a rights issue (as defined in paragraph (a)(v) of this resolution);
 - (bb) the exercise of rights of subscription or conversion attaching to any warrants issued by the Company or any securities which are convertible into shares;
 - (cc) the exercise of any option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares; and
 - (dd) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares in accordance with the bye-laws of the Company;

shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue at the date of this resolution and the approval granted under paragraphs a(i) and a(ii) shall be limited accordingly;

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- (iv) subject to the passing of each of the paragraphs (a)(i), (a)(ii) and (a)(iii) of this resolution, any prior approvals of the kind referred to in paragraphs (a)(i), (a)(ii) and (a)(iii) of this resolution which had been granted to the directors and which are still in effect be and are hereby revoked; and

- (v) for the purpose of this resolution:

"Relevant Period" means the period from the passing of the resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable laws to be held; or
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting;

"rights issue" means the allotment issue or grant of shares pursuant to an offer of shares open for a period fixed by the directors to holders of shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or to other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or having regards to any restrictions or obligations under the laws of or the requirements of any recognised body or any stock exchange in any territory applicable to the Company); and

(b) **"THAT**

- (i) subject to paragraph (b)(ii) of this resolution, the exercise by the directors during the Relevant Period (as defined in paragraph b(iv) of all powers of the Company to repurchase the shares of the Company on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") or on any other stock exchange on which the shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or that of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (ii) the aggregate nominal amount of the shares repurchased by the Company pursuant to paragraph (b)(i) of the resolution during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue at the date of the passing of this resolution, and the approval granted under paragraph (b)(i) of this resolution shall be limited accordingly;
- (iii) subject to the passing of each of the paragraphs (b)(i) and (b)(ii) of this resolution, any prior approvals of the kind referred to in paragraphs (b)(i) and (b)(ii) of this resolution which have been granted to the directors and which are still in effect be and are hereby revoked; and

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- (iv) for the purpose of this resolution:

"Relevant Period" means the period from the passing of this resolution until whichever is the earliest of:

- (aa) the conclusion of the next annual general meeting of the Company;
- (bb) the expiration of the period within the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable laws to be held; or
- (cc) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting."

5. To consider and, if thought fit, pass the following resolution as an ordinary resolution:

"THAT the general mandate granted to the directors to exercise the powers of the Company to allot, issue and otherwise deal with shares pursuant to resolution 4 (a) above be and is hereby extended by the addition to the aggregate nominal amount of the share capital of the Company which may be allotted by the directors pursuant to such general mandate an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to resolution 4 (b) above provided that such amount shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue at the date of this resolution."

By order of the Board

Lam Hon Yiu, Leo

Company Secretary

Hong Kong, 18 April 2002

Notes:

- (a) A member entitled to attend and vote at the meeting is entitled to appoint one or more than one proxy to attend and vote on his/her behalf. A proxy need not be a member of the Company.
- (b) To be valid, a form of proxy and the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power of authority, must be lodged with the Company's branch share registrar in Hong Kong, Tengis Limited, 4th Floor, Hutchison House, 10 Harcourt Road, Central, Hong Kong not less than 48 hours before the time for holding the meeting or any adjournment thereof. Completion and return of the proxy will not preclude any member from attending and voting in person should you so wish.
- (c) In case of joint registered holders of any shares, any one of such persons may vote at the annual general meeting, either personally or by proxy, in respect of such shares as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the annual general meeting personally or by proxy, that one of the said persons so present whose name stands first in the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.