

## **GLOBAL HEALTH PARTNER PLC**

### **NOTICE OF ANNUAL GENERAL MEETING**

NOTICE is hereby given that the ANNUAL GENERAL MEETING of GLOBAL HEALTH PARTNER PLC will be held at Eversheds LLP, Senator House, 85 Queen Victoria Street, London EC4V 4JL on Wednesday August 8, 2007 at 10.00 a.m. for the following purposes:

#### **Ordinary Business**

1. To receive the accounts for the period ended 31 December 2006, together with the Reports of the Directors and of the Auditors thereon.
2. To re-appoint PricewaterhouseCoopers LLP as auditors to the Company, to hold office until the conclusion of the next general meeting at which accounts are laid before the Company, and to authorise the Directors to determine their remuneration.
3. To re-appoint Per Gunnar Batelson as a Director.
4. To re-appoint James Fitzgerald Thornton as a Director.
5. To re-appoint Johan Fredrik Wachtmeister as a Director.
6. To re-appoint Andrew Stephen Wilson as a Director

To transact any other ordinary business of the Company.

#### **Special Business**

As special business, to consider and if thought fit pass the following resolutions which will be proposed as to resolutions 7, 10 and 11 as ordinary resolutions and as to resolutions 8, 9 and 12 as special resolutions:

7. THAT, subject to and in accordance with Article 7 of the Articles of Association of the Company, the Directors be generally and unconditionally authorised in accordance with section 80 of the Companies Act 1985 (in addition to any other authority to allot relevant securities) to exercise all the powers of the Company to allot relevant securities (within the meaning of section 80 of the Companies Act 1985) up to a maximum nominal amount of £9,000,000 (being approximately one third of the current issued share capital) provided that such authority shall expire on 31 August 2008, but so that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry, and the Directors may allot relevant securities in pursuance of such offer or agreement as if the authority conferred by this resolution had not expired.
8. THAT, subject to the passing of resolution 8 as set out in the notice of this meeting, and in accordance with Article 8 of the Articles of Association of the Company, the Directors be empowered pursuant to section 95 of the Companies Act 1985 to allot equity securities (as defined in section 94 of the Companies Act 1985) for cash pursuant to the general authority conferred by resolution 8 as set out in the notice of this meeting as if section 89(1) of the Companies Act 1985 did not apply to such allotment, provided that this power shall be limited to allotments of equity securities:

- (i) in connection with or pursuant to an offer by way of rights, open offer or other pre-emptive offer to the holders of shares in the Company and other persons entitled to participate therein in proportion (as nearly as practicable) to their respective holdings, subject to such exclusions or other arrangements as the Directors may consider necessary or expedient to deal with fractional entitlements or legal or practical problems under the laws of any territory or the regulations or requirements of any regulatory authority or any stock exchange in any territory; and
- (ii) otherwise than pursuant to sub-paragraph (i) above, up to an aggregate nominal amount of £9,000,000;

and such power shall expire on the conclusion of the Annual General Meeting of the Company to be held in 2008 or on 31 August 2008, whichever is earlier, but so that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry, and the Directors may allot equity securities in pursuance of such offer or agreement as if the power conferred by this resolution had not expired.

9. THAT the Company be generally and unconditionally authorised, pursuant to Articles 12 and 13 of the Articles of Association of the Company and pursuant to section 166 of the Companies Act 1985, to make market purchases (as defined in section 163 of the Companies Act 1985) of up to 5,400,000 Ordinary Shares of 50p each in the capital of the Company (being approximately 10 per cent of the current issued ordinary share capital of the Company) on such terms and in such manner as the Directors of the Company may from time to time determine, provided that:

- (a) the amount paid for each share (exclusive of expenses) shall not be more than five per cent above the average of the middle market quotation for Ordinary Shares as derived from the Alternative Investment Market Index of the Daily Official List of London Stock Exchange plc for the five business days before the date on which the contract for the purchase is made or less than 50p per share; and
- (b) the authority herein contained shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2008 or on 31 August 2008, whichever is earlier, provided that the Company may, before such expiry, make a contract to purchase its own shares which would or might be executed wholly or partly after such expiry, and the Company may make a purchase of its own shares in pursuance of such contract as if the authority hereby conferred hereby had not expired.

10. THAT, the Directors be and are hereby authorised to:

(i) do all such acts and things as they may consider necessary or desirable to implement any share incentive schemes, profit sharing schemes or other employee share incentive arrangements ("Incentive Schemes"); and

(ii) vote and be counted in a quorum on any matter connected with any such Incentive Schemes notwithstanding that they may be interested in the same, except that no Director may be counted in a quorum or vote in respect of his own participation, and any provisions of the Articles of Association of the Company be and are hereby relaxed to that extent accordingly.

11. THAT the Company be authorised to send all documents, notices and information by electronic means (as such term is defined in the Financial Services Authority's Disclosure and Transparency Rules) including by means of a website and in all electronic forms.
12. THAT with effect from the passing of this resolution the Articles of Association of the Company are amended by including the following as proposed Articles 116 (c) to 116(j) (inclusive):
  - 116 (c) Subject to any requirement of the Statutes, the Company may send any documents or notices to its members in electronic form and such documents or notices will be validly sent provided that:
    - 116 (c).1 the member has agreed (generally or specifically) (or in the case of a company is deemed to have agreed by a provision in the Statutes) that documents or notices can be sent in electronic form;
    - 116 (c).2 the documents are documents to which the agreement applies; and
    - 116 (c).3 copies of the documents are sent in electronic form to the address notified by the member to the Company for that purpose.
  - 116 (d) Subject to any requirement of the Statutes, the Company may send documents or notices to its members by means of a website and any such documents or notices will be validly sent provided that:
    - 116 (d).1 the member has expressly agreed (generally or specifically) that documents or notices may be sent by means of a website to him or he has been asked (individually) to agree that documents and notices can be sent by means of a website and the Company has received no response to that request within 28 days from the date on which the request was sent; and
    - 116 (d).2 the documents are documents to which the agreement applies; and
    - 116 (d).3 the member is notified of the presence of the documents on the website, the address of the website, the place on the website where the documents may be accessed and how they may be accessed.
  - 116 (e) Documents must be available on the website for a period of not less than 28 days from the date of notification unless the Statutes make provision for any other time period.
  - 116 (f) If the documents are published on the website for a part only of the period of time referred to in Article 116 (e), they will be treated as being published throughout the period if the failure to publish throughout that period is wholly attributable to circumstances which it would not be reasonable to have expected the Company to prevent or avoid.
  - 116 (g) Where the Company sends documents to members otherwise than in hard copy form, any member can require the Company to send him a hard copy version and the Company must do so free of charge and within 21 days of the date of the member's request.

- 116 (h) Where the Statutes permit documents to be sent to the Company, only such documents as are specified by the Company may be sent to the Company in electronic form to the address specified by the Company for that purpose.
- 116 (i) If the document in electronic form is sent by hand or by post, it must be sent to the Company's Registered Office.
- 116 (j) A document sent to the Company in electronic form is sufficiently authenticated if the identity of the sender is confirmed in the way the Company has specified."

Dated: June 29, 2007

By Order of the Board

James Thornton

Secretary

Registered Office:  
7 Cowley Street  
London  
SW1P 3NB

**Notes:**

1. Any member entitled to attend and vote at the Annual General Meeting is entitled to appoint one or more proxies (who need not be a member of the Company) to attend and, on a poll, to vote instead of the member. Completion and return of a form of proxy will not preclude a member from attending and voting at the meeting in person, should he subsequently decide to do so.
2. In order to be valid, any form of proxy and power of attorney or other authority under which it is signed, or a notarially certified or office copy of such power or authority, must reach the Company's Registrars, Capita Registrars, Proxies, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU not less than 48 hours before the time of the meeting or of any adjournment of the meeting.
3. As permitted by Regulation 41 of the Uncertificated Securities Regulations 2001, shareholders who hold shares in uncertificated form must be entered on the Company's share register at 10.00 a.m. on Monday August 6, 2007 in order to be entitled to attend and vote at the Annual General Meeting. Such shareholders may only cast votes in respect of shares held at such time. Changes to entries on the relevant register after that time shall be disregarded in determining the rights of any person to attend or vote at the meeting.
4. Copies of the service contracts of each of the Directors, and the register of Directors' interests in shares of the Company will be available for inspection at the registered office of the Company during usual business hours on any weekday (Saturdays and public holidays excluded) from the date of this notice until the date of the Annual General Meeting and at the place of the Annual General Meeting from at least 15 minutes prior to and until the conclusion of the Annual General Meeting.
5. Biographical details of each Director who is being proposed for re-appointment or re-election by shareholders, including their membership of Board committees, are set out in the Annual Report