

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, 1 Wood Street, London EC2V 7WS on June 9th 2008 at 1 pm for the following purposes:

Ordinary Business

1. To receive the accounts of the Company for the year ended 31 December 2007, together with the Reports of the Directors and of the Auditors thereon.
2. To appoint Ernst & Young 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 Urban Jansson as a Director.
4. To re-appoint Joachim Werr as a Director.
5. To re-appoint Lottie Svedenstedt 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 resolution 6 as an ordinary resolution and as to resolutions 7, 8, 9 and 10 as special resolutions:

6. 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 substitution for 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 the conclusion of the Annual General Meeting of the Company to be held in 2009 or 31 August 2009 (whichever is earlier), 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.
7. THAT, subject to the passing of resolution 6 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 6 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 2009 or on 31 August 2009, 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.

8. 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 2009 or on 31 August 2009, 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.

9. THAT with effect from the passing of this resolution the Articles of Association of the Company are amended by replacing the current Article 126 with the following as proposed Articles 126(a) to 126(d) inclusive:

"126. INDEMNIFICATION OF DIRECTORS AND OTHER OFFICERS

(a) Subject to the provisions of, and so far as may be permitted by, the Statutes but without prejudice to any indemnity to which the person concerned may be otherwise entitled, the Company may indemnify every director, alternate director or other officer of the Company (other than any person (whether an officer or not) engaged by the Company as auditor) who shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or the exercise of his powers or otherwise in relation to or in connection with his duties, powers or office, including any liability which may attach to him in respect of any negligence, default, breach of duty or breach of trust in relation to anything done or omitted to be done or alleged to have been done or omitted to be done by him provided that such indemnity shall not apply in respect of any liability incurred by such director:

- (i) to pay a fine imposed in criminal proceedings; or
- (ii) to pay a sum payable to a regulatory authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature (howsoever arising); or
- (iii) in defending any criminal proceedings in which he is convicted; or
- (iv) in defending any civil proceedings brought by the Company or any associated company (as defined in the Companies Act 2006) in which judgment is given against him; or
- (v) in connection with any application under any of the following provisions in which the court refuses to grant

him relief, namely

- (vi) section 144(3) or (4) of the Companies Act 1985 (acquisition of shares by an innocent nominee); or
 - (vii) section 727 of the Companies Act 1985, and with effect from 1 October 2008, section 1157 of the Companies Act 2006 (general power to grant relief in case of honest and reasonable conduct).
- (b) The directors may purchase and maintain at the cost of the Company insurance cover for or for the benefit of every director, alternate director, or other officer of the Company or of any associated company (as defined in the Companies Act 2006) against any liability which may attach to him in respect of any negligence, default, breach of duty or breach of trust by him in relation to the Company (or such associated company), including anything done or omitted to be done or alleged to have been done or omitted to be done by him as a director, alternate director, Secretary or other officer of the Company or any associated company.
- (c) Subject to the provisions of, and so far as may be permitted by, the Companies Act 2006, the Company shall be entitled to fund the expenditure of every director, alternate director, or other officer of the Company incurred or to be incurred:
 - (i) in defending any criminal or civil proceedings in connection with any alleged negligence, default, breach of duty or breach of trust by such director or other officer in relation to the Company or any associated company; or
 - (ii) in connection with any application under sections 144(3), 144(4) or 727 of the Companies Act 1985, and with effect from 1 October 2008 section 1157 of the Companies Act 2006
- (d) For the purposes of this Article 126 the reference to any conviction, judgement or refusal of relief is a reference to the final decision in proceedings. A conviction, judgement or refusal of relief becomes final:
 - (i) if not appealed against, at the end of the period for bringing an appeal; or
 - (ii) if appealed against, at the time when the appeal (or any

further appeal) is disposed of (ie if it is determined and the period for bringing a further appeal has ended or if it is abandoned or otherwise ceases to have effect).”

10. THAT with effect from the passing of this resolution the Articles of Association of the Company are amended by replacing the current Article 75 (Interests of directors) with the proposed Articles 75(a) to 75(n) inclusive:

“75. Directors’ interests and voting

- (a) Subject to the Statutes, a director shall not be disqualified by his office from entering into any contract with the Company, either with regard to his tenure of any office or position in the management, administration or conduct of the business of the Company or as vendor, purchaser or otherwise. Subject to the interest of the director being duly declared, a contract entered into by or on behalf of the Company or authorised by the directors under Article 75(j), in which any director is in any way interested shall not be liable to be avoided, nor shall any director so interested be liable to account to the Company for any benefit resulting from the contract, by reason of the director holding that office or of the fiduciary relationship established by his holding that office.
- (b) A director may hold any other office or place of profit with the Company (except that of auditor) in conjunction with his office of director for such period (subject to the Statutes) and upon such terms as the board may decide and may be paid such extra remuneration for so doing (whether by way of salary, commission, participation in profits or otherwise) as the board may decide, either in addition to or in lieu of any remuneration under any other provision of these articles.
- (c) A director may be or become a member or director of, or hold any other office or place of profit under, or otherwise be interested in, any other company in which the Company may be interested and shall not be liable to account to the Company for any benefit received by him as a member or director of, or holder of any other office or place or profit under, or his other interest in, that company.
- (d) The board may cause the voting rights conferred by the shares in any other company held or owned by the Company or exercisable by them as directors of that other company to be exercised in such manner in all respects as it thinks fit (including the exercise of voting rights in favour of any resolution appointing the directors or any of them as directors or officers of the other company or voting or providing for the payment of any benefit to the directors or officers of the other company).
- (e) A director may act by himself or his firm in a professional capacity for the Company (except as auditor) and he or his firm shall be entitled to remuneration for the professional services as if he were not a director.
- (f) The board may purchase and maintain for or for the benefit of any person who holds or has at any time held a relevant office insurance against any liability incurred by him in respect of any act or omission in the actual or purported discharge of his duties or in the exercise or purported exercise of his powers or otherwise in relation to his holding of a relevant office; and for this purpose **relevant office** means that of

director, officer (excluding an auditor) or employee in relation to the Company or any company which is or was a subsidiary undertaking of or associated with the Company or any predecessor in business of the Company or any such subsidiary undertaking or associated company, or that of trustee of any pension fund, retirement, death or disability scheme for the benefit of any employee of the Company or any such subsidiary undertaking or associated company.

- (g) A director who to his knowledge is in any way, whether directly or indirectly interested in a contract with the Company shall declare the nature of his interest at the board meeting at which the question of entering into the contract is first taken into consideration, if he knows his interest then exists, or in any other case at the first board meeting after he knows that he is or has become so interested. For the purposes of this article, a general notice given to the board by a director to the effect that:
- (iii) he is a member of a specified company or firm and is to be regarded as interested in any other contract which may after the date of the notice be made with that Company or firm; or
 - (iv) he is to be regarded as interested in any contract which may after the date of the notice be made with a specified person who is connected with him; or
 - (v) he is interested in a contract with the Company as a consequence of any situation arising from a conflict of interest within the meaning of Article 75(j);

shall be deemed to be a sufficient declaration of interest under this article in relation to any such contract but no such notice shall be effective unless either it is given at a board meeting or the director takes reasonable steps to secure that it is brought up and read at the next board meeting after it is given.

- (h) A director shall not vote (or be counted in the quorum at a meeting) in respect of any resolution concerning his own appointment (including fixing or varying its terms), or the termination of his own appointment, as the holder of any office or place of profit with the Company or any other company in which the Company is interested but, where proposals are under consideration concerning the appointment (including fixing or varying its terms), or the termination of the appointment, of two or more directors to offices or places of profit with the Company or any other company in which the Company is interested, those proposals may be divided and a separate resolution may be put in relation to each director and in that case each of the directors concerned (if not otherwise debarred from voting under this article) shall be entitled to vote (and be counted in the quorum) in respect of each resolution unless it concerns his own appointment or the termination of his own appointment.
- (i) A director shall also not vote (or be counted in the quorum at a meeting) in relation to any resolution relating to any contract or arrangement or other proposal in which he has an interest which (together with any interest of any connected person of his) is to his knowledge a material interest or an interest which conflicts or may conflict with the interests of the Company as defined in Article 75(j), if

he purports to do so, his vote shall not be counted, but this prohibition shall not apply and a director may vote (and be counted in the quorum) if the contract has been authorised by the directors pursuant to Article 75(j) or it is in respect of any resolution concerning any one or more of the following matters:

- (i) any contract in which he is interested by virtue of an interest in shares, debentures or other securities of the Company or otherwise in or through the Company;
- (ii) the giving of any guarantee, security or indemnity in respect of:
 - (A) money lent or obligations incurred by him or by any other person at the request of, or for the benefit of, the Company or any of its subsidiary undertakings; or
 - (B) a debt or obligation of the Company or any of its subsidiary undertakings for which he himself has assumed responsibility in whole or in part (either alone or jointly with others) under a guarantee or indemnity or by the giving of security;
- (iii) any issue or offer of shares, debentures or other securities of the Company or any of its subsidiary undertakings in respect of which he is or may be entitled to participate in his capacity as a holder of any such securities or as an underwriter or sub-underwriter;
- (iv) any contract concerning any other company in which he and any connected persons do not to his knowledge hold an interest in shares (within the meaning of sections 198 to 211 of the Act) representing 1% or more of any class of the equity share capital of that company or of the voting rights available to members of that company;
- (v) any arrangement for the benefit of employees of the Company or any of its subsidiary undertakings which does not accord to him any privilege or benefit not generally accorded to the employees to whom the arrangement relates; and
- (vi) the purchase or maintenance of insurance for the benefit of directors or for the benefit of persons including directors.

For the purposes of this paragraph a person is a **connected person** in relation to a director if that person is deemed to be connected with that director within the meaning of section 346 of the Act.

- (j) The directors may, subject to the provisions of this Article 75(j) and Article 75(g), at any time authorise a director to be involved in a situation in which the director has or may have a direct or indirect interest which conflicts or may conflict with the interests of the Company ("a conflict of interest") provided that:
 - (i) in the case of a proposed appointment of a person as a director, the Directors authorise the conflict of interest before or at the time the director is appointed to office;

- (ii) in the case of any other director the Directors authorise the conflict of interest at the time the conflict is declared to them in accordance with Article 75(g);
- (iii) the director subject to the conflict of interest or any other interested director shall not vote and shall not be counted in the quorum in respect of the authorisation given under this Article 75 (j) and if he or any other interested director does vote, those votes shall not be counted;
- (iv) the directors may in their absolute discretion impose such terms or conditions on the grant of the authorisation as they think fit and in doing so the directors will act in such a way in good faith they consider will be most likely to promote the success of the Company;
- (v) a director will not be in breach of his duty under sections 172, 174 and 175 of the Companies Act 2006 or the authorisation given by this Article 75(j) by reason only that he receives confidential information from a third party relating to the conflict of interest which has been authorised by this Article 75(j) and either fails to disclose it to the directors or fails to use it in relation to the Company's affairs and neither will he be in breach of his duty under the said section 175 for anything done or omitted to be done by him in accordance with the provisions of this Article 75; and
- (vi) where approval to a transaction which falls within Chapter 4 of Part 10 of the Companies Act 2006 is given by members in accordance with that Chapter further authorisation for that transaction by the directors under this Article 75(j) is not necessary.

For the purposes of this Article 75(j), 'conflict of interest' includes a conflict of interest and a conflict of duty and a conflict of duties.

- (k) In the case of an alternate director, an interest of his appointer shall be treated as an interest of the alternate in addition to any interest which the alternate otherwise has.
- (l) If any question arises at any meeting as to the materiality of an interest of a director (other than the chairman of the meeting) or as to the entitlement of any director (other than the chairman of the meeting) to vote and the question is not resolved by his voluntarily agreeing to abstain from voting, the question shall be referred to the chairman of the meeting and his ruling in relation to the director concerned shall be final and conclusive except in the case where the nature or extent of the interest of the director concerned, so far as known to him, has not been fairly disclosed. If any question shall arise in respect of the chairman of the meeting and is not resolved by his voluntarily agreeing to abstain from voting, the question shall be decided by a resolution of the board (for which purpose the chairman shall be counted in the quorum but shall not vote on the matter) and the resolution shall be final and conclusive except in a case where the nature or extent of the interest of the chairman, so far as known to him, has not been fairly disclosed.
- (m) In this article references to a contract include references to any proposed contract and to any transaction or arrangement whether or not constituting a contract.

- (n) The Company may by ordinary resolution suspend or relax the provisions of this article to any extent or ratify any contract not duly authorised by reason of a contravention of this article.

Dated: 2008

By Order of the Board

James Thornton

Registered Office:
7 Cowley Street
London
SW1P 3NB

Secretary

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, 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 6.00 p.m on 7 June 2008 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 December 31 2007 Annual Report and included in the Global Health Partner PLC website at www.globalhealthpartner.com.

6. In respect of Resolution 10, for ease of reference a copy of the existing Article 75 of Global Health Partner's Articles of Association has been excerpted and included in the 2008 Notice of Annual General Meeting announcement posted on the website at www.globalhealthpartner.com.

GLOBAL HEALTH PARTNER PLC

Annual General Meeting

FORM OF PROXY

Please tick here if you are appointing more than one proxy

I/We

(Please insert full name(s) and address(es) in block letters)

of

.....

being (a) member/members of the above-named Company hereby appoint the Chairman of the Meeting, or (see Note 1 below)

of

.....

as my/our proxy to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held on 9 June 2008 and at any adjournment thereof, and to vote as indicated below.

Please indicate how you wish your proxy to vote by inserting "X" in the box below. If no indication is given, and on any other resolutions proposed at the meeting, your proxy will vote or abstain from voting as he/she thinks fit.

The vote withheld option is provided to enable you to abstain on any particular resolution. However, it should be noted that a "vote withheld" is not a vote in law, and will not be counted in the calculation of the proportion of votes "For" and "Against" a resolution.

RESOLUTIONS:

1. To receive the Accounts for the year ended 31 December 2007
2. To appoint Ernst & Young as auditors and to authorise the Directors to determine their remuneration
3. To re-appoint Urban Jansson as a Director
4. To re-appoint Joachim Werr as a Director
5. To re-appoint Lottie Svedenstedt as a Director
6. To authorise the Directors to allot relevant securities pursuant to section 80 of the Companies Act 1985
7. To authorise the Directors to allot equity securities pursuant to section 95 of the Companies Act 1985
8. To approve the purchase of shares pursuant to section 166 of the Companies Act 1985
9. To approve the amendment of Article 126 (Indemnity of officers) of the Company's Articles of Association
10. To approve the amendment of Article 75 (Interests of directors) of the Company's Articles of Association

FOR	AGAINST	VOTE WITHHELD

NAME: (Block capitals)

ADDRESS:

.....

SIGNATURE(S) :
or COMMON SEAL

Date:

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) of his own choice to attend and, on a poll, to vote in his/her place. If a member wishes to appoint a proxy other than the Chairman, delete the words "the Chairman of the Meeting or," initial the alteration and insert the name of the person you wish to appoint as your proxy.
2. All members are entitled to attend and vote at the meeting, whether or not they have returned a form of proxy.
3. You may appoint one or more proxies of your choice to attend the meeting and any adjournment thereof, and on a poll vote instead of you, provided each proxy is appointed to exercise rights in respect of different shares. To appoint more than one proxy, please photocopy this document indicating on each copy the name of the proxy you wish to appoint and the number of shares in respect of which the proxy is appointed. You should send all completed proxies to Capita Registrars.
4. If you indicate that you want your vote withheld your proxy may abstain from voting and therefore there is no vote at law to be counted in the calculation of the proportion of votes for and against the resolution.
5. If a member is a corporation, this form of proxy must be executed under its common seal or by the signature of an officer or attorney duly authorised in writing. A copy of the authorisation of such officer or attorney must be lodged with the form of proxy.
6. In the case of joint holders, the signature of any one holder will be sufficient, but the names of all joint holders should be stated, and the vote of the senior holder who tenders a vote will be accepted to the exclusion of the vote(s) of other joint holder(s), seniority being determined by the order in which the names stand in the register of members of the Company.
7. In order to be valid, this form of proxy, duly executed together with any power of attorney or other authority under which it is signed, or a notarially certified or office copy of such power or authority, must be lodged at the Company's Registrars not less than 48 hours before the time of the meeting or any adjournment of the meeting.
8. Any alterations made to this form of proxy should be initialled.

[ON REVERSE OF THE FORM OF PROXY]

Business Reply Service

Licence No. MB122

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[OR]

box for stamp

Capita Registrars
The Registry
34 Beckenham Road
BECKENHAM
Kent
BR3 4BR