

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action you should take, you are recommended to seek your own financial advice immediately from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000, if you are in the United Kingdom, or otherwise from another appropriately authorised and independent financial adviser.

If you have sold or transferred all of your ordinary shares in Premaitha Health PLC, please send this document and any other documents that accompany it as soon as possible to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was affected for transmission to the purchaser or transferee. If you have sold or otherwise transferred only part of your holding, you should retain this document and its enclosures.



NOTICE OF 2017 ANNUAL GENERAL MEETING

To be held at Greenheys Building, Manchester Science Park, Manchester M15 6JJ
at 2.00 p.m. on 24 October 2017

Notice of Annual General Meeting

PREMAITHA HEALTH PLC

Notice is hereby given that the Annual General Meeting of Premaittha Health PLC (the "Company") will be held at Greenheys Building, Manchester Science Park, Manchester M15 6JJ at 2.00 p.m. on 24 October 2017:

1. To receive the Company's Report and Accounts for the year ended 31 March 2017.
2. To elect Dr Bill Chang as a Director.
3. To elect Alan Chang as a Director.
4. To re-elect Peter Collins, who retires by rotation, as a Director.
5. To re-elect Barry Hextall, who retires by rotation, as a Director.
6. To re-appoint Grant Thornton UK LLP as auditors of the Company.
7. To authorise the Directors to determine the Auditors' remuneration.
8. **THAT** the Directors be and they are hereby authorised generally and unconditionally for the purposes of Section 551 of the Companies Act 2006 (the "Act") to exercise all powers of the Company to allot shares in the Company or to grant rights to subscribe for, or to convert any security into, shares in the Company (such shares and/or rights being "Relevant Securities") up to an aggregate nominal amount of £107,073 being one third of the current issued ordinary share capital, provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date being the earlier of the date 15 months after the passing of this Resolution and the conclusion of the Annual General Meeting of the Company to be held in 2018, save that the Company may, before such expiry, make offers or agreements which would or might require Relevant Securities to be allotted or granted and the Directors may allot or grant Relevant Securities in pursuance of such offer or agreement notwithstanding that the authority conferred by this Resolution has expired.

This authority shall be in substitution for and shall replace any existing authority pursuant to Section 551 of the Act vested in the Directors as at the date of this Notice of Meeting to the extent that such authority not been utilised at the date this resolution is passed.

9. **THAT**, subject to and conditional upon the passing of Resolution 8, the Directors be and they are hereby generally empowered pursuant to Sections 570 and 573 of the Act to allot equity securities (as defined in Section 560 of the Act) for cash pursuant to the authority conferred under Resolution 8 above or by way of a sale of treasury shares as if sub-section 561(1) of the Act did not apply to such allotment, provided that this power shall be limited to:

(a) the allotment of equity securities in connection with a rights issue or any pre-emptive offer in favour of holders of ordinary shares in the Company where the equity securities attributable to the respective interests of such holders are proportionate (as nearly as maybe) to the respective numbers of ordinary shares held by them on the record date for such allotment subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with fractional entitlements or any legal or practical difficulties under the laws of, or the requirements of, any regulatory body or stock exchange of any overseas territory or otherwise;

(b) the allotment (otherwise than pursuant to sub-paragraph (a) above) of equity securities up to an aggregate nominal value of £107,073 being one-third of the current issued ordinary share capital;

and shall expire on the date being the earlier of the date 15 months after the passing of this Resolution and the conclusion of the Annual General Meeting of the Company to be held in 2018, provided that the Company may before such expiry make an offer or agreement which would require equity securities to be allotted in pursuance of such offer or agreement as if the power conferred hereby had not expired and provided further that this power shall be in substitution for and supersede and revoke any earlier power given to directors.

By Order of the Board

Barry Hextall
29 September 2017

Registered Office:
St James' House,
St James' Square,
Cheltenham, GL50 3PR

Notes:

1. A member of the Company is entitled to appoint a proxy or proxies to attend, speak and vote at the meeting in his stead. A member may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. A member may not appoint more than one proxy to exercise rights attached to any one share. A proxy does not need to be a member of the Company.
2. The appointment of a proxy does not preclude you from attending the meeting and voting in person. If you appoint a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.
3. A Form of Proxy is enclosed for use at the meeting. Please read carefully the instructions on how to complete the form. To be effective Forms of Proxy must be duly completed and returned so as to reach the Company's Registrars at PXS, Capita Asset Services, 34 Beckenham Road, Beckenham, Kent, BR3 4TU no later than 2.00 p.m. on 20 October 2017. Alternatively you may submit your proxy electronically by following the instructions at the top of the enclosed Attendance Card.
4. To be entitled to attend and vote at the meeting (and for the purpose of the determination by the Company of the number of votes they may cast), members must be entered in the Register of members at close of business on 20 October 2017 ("the specified time"). If the meeting is adjourned to a time not more than 48 hours after the specified time applicable to the original meeting, that time will also apply for the purpose of determining the entitlement of members to attend and vote (and for the purpose of determining the number of votes they may cast) at the adjourned meeting. If however the meeting is adjourned for a longer period then, to be so entitled, members must be entered on the Company's Register of Members at the time which is not less than 48 hours (excluding any part of a day that is not a working day) before the time fixed for the adjourned meeting or, if the Company gives notice of the adjourned meeting, at the time specified in that notice.

Explanatory Notes to the Notice of Annual General Meeting

Resolution 1

The Directors are required by law to present to the meeting the Audited Accounts and Directors' Report for the year ended 31 March 2017.

Resolutions 2 to 5

The Company's Articles of Association require a Director who has been appointed by the Board of Directors during the year to retire at the Annual General Meeting next following his or her appointment. Both Dr Bill Chang and Alan Chang were appointed as Directors of the Company on 2 March 2017. Consequently, both will retire from office at the AGM and intend to stand for election by the shareholders for the first time.

The Company's Articles of Association also require any Director who has not retired by rotation at either of the two preceding Annual General Meetings to retire. Additionally, one-third of the Directors are required to retire from office at each Annual General Meeting. Accordingly, both Peter Collins and Barry Hextall will retire from office at the AGM and intend to stand for re-election by the shareholders.

Resolutions 6 and 7

The Auditors are required to be re-appointed at each Annual General Meeting at which the Company's Audited Accounts are presented. Resolution 6, therefore, proposes the re-appointment of Grant Thornton UK LLP as Auditors. Resolution 7 authorises the Board to determine the Auditors' remuneration.

Resolution 8

Under the Act, the Directors may only allot shares if authorised to do so. Whilst the current authority has not yet expired, it is customary to grant a new authority at each Annual General Meeting. Accordingly, this resolution will be proposed as an ordinary resolution to grant a new authority to allot shares or grant rights over up to £107,073 in nominal value of the Company's unissued share capital. This amount represents approximately one-third of the Company's issued ordinary share capital as at the date of this Notice of Meeting. If given, this authority will expire at the Company's next annual general meeting following the date of the resolution. Although the Directors currently have no present intention of exercising this authority, passing this resolution will allow the Directors flexibility to act in the best interests of the Company's shareholders when opportunities arise.

Resolution 9

The Directors require additional authority from the Company's shareholders to allot shares or sell shares out of treasury where they propose to do so for cash and otherwise than to the Company's shareholders pro rata to their holdings. This resolution will give the Directors power to issue new ordinary shares for cash other than to the Company's shareholders on a pro rata basis by way of a rights or similar issue and otherwise up to a maximum nominal amount of £107,073. This amount represents approximately one-third of the Company's issued ordinary share capital as at the date of this Notice of Meeting. This resolution will be proposed as a special resolution.