

7 July 2008

CORPORATE REORGANISATION

RECOMMENDED SHARE EXCHANGE OFFER

for

GLOBAL HEALTH PARTNER PLC

by

SWEDISH NEWCO AB

to be effected by means of a scheme of arrangement

under part 26 of the Companies Act 2006

Summary

The board of Global Health Partner plc ("GHP") is pleased to announce that it has reached a decision to recommend a proposal for the acquisition of the entire issued and to be issued share capital of GHP by a newly incorporated Swedish company ("Swedish Newco"), on the basis of one Swedish Newco Share for each GHP Share (the "Offer"). The acquisition is to be effected by means of a scheme of arrangement under part 26 of the Companies Act 2006 which requires the approval of GHP Scheme Shareholders and the sanction of the Court (the "Scheme"). The proposed scheme of arrangement involves a reduction of capital which requires the approval of GHP's Scheme Shareholders by special resolution and the subsequent confirmation of the Court.

After sanctioning of the Scheme, GHP Shares will be cancelled and exchanged for Swedish Newco Shares. Application will be made for the admission of the Swedish Newco Shares to trading on the Main List of the OMX Nordic Exchange Stockholm (the "Main List") and the Offer will be conditional, *inter alia*, on Admission of the Swedish Newco Shares. If Swedish Newco does not meet the minimum number of shareholders required for admission to trading on the Main List, it will be listed on the secondary market of the OMX Nordic Exchange Stockholm, First North, with a view to obtaining a listing on the Main List as soon as practicable.

Swedish Newco is a company incorporated in Sweden for the purposes of purchasing the entire issued and to be issued share capital of GHP. Swedish Newco will be renamed Global Health Partner AB (publ) (or a similar name subject to the approval of the Swedish Company authorities). The underlying assets in the Wider Swedish Newco Group will remain the same as in the Wider GHP Group when the Scheme becomes effective. Shareholders will hold the same shareholding and voting rights in Swedish Newco as they hold in GHP on the date prior to the Scheme becoming effective. There will be no cash consideration alternative offered to shareholders of GHP.

The Offer is not subject to the Takeover Code and the Takeover Code will not apply to Swedish Newco.

Under the terms of the Offer, GHP Shareholders will receive 1 Swedish Newco Share for each GHP Share.

GHP was incorporated in England and Wales on 27 June 2006 and was admitted to trading on AIM on 16 August 2006, following a placing with UK, Swedish and international investors, with an initial market capitalisation of £23.1m. The main geographic focus of its operations and acquisition strategy to date has been Sweden.

Since admission to AIM, GHP has used its publicly traded status to assist with undertaking an acquisition and roll-out strategy. GHP has invested in established businesses and start-up clinics in the areas of spine surgery, dental implant surgery, bariatric surgery and obesity treatments, and orthopaedic surgery and sports-medicine, with a view to creating service lines in each area by rolling-out a standardised service model. GHP believes that these chosen service lines offer opportunities in the Scandinavian market in which it currently carries out its business, and potentially in the wider European healthcare markets.

The Independent GHP Director, James Thornton, who has been so advised by Cenkos, considers the terms of the Offer to be fair and reasonable. In providing advice to the Independent GHP Director, Cenkos has taken into account the commercial assessments of the GHP Board.

The GHP Directors have considered a number of factors and believe that the Offer makes strategic sense given the focus of the Company's operations is in Sweden. The Scandinavian Capital markets represent the natural investor base for GHP and senior management is based in Sweden.

Accordingly, the Independent GHP Director intends to recommend that all GHP Shareholders vote in favour of the Scheme and the resolutions at the Court Meeting and the GHP EGM. The Independent GHP Director and the non independent GHP Directors have irrevocably undertaken to vote in favour in respect of their holdings in GHP Shares amounting, in aggregate, to 7,115,257 GHP Shares, representing approximately 12.7 per cent. of the existing issued share capital of GHP.

Certain GHP shareholders have entered into irrevocable undertakings to vote in favour of the Scheme Resolutions in respect of their holdings of, in aggregate, 28,007,409 GHP Shares, representing approximately 50.1 per cent. of GHP's existing issued share capital.

Accordingly, irrevocable undertakings from the Directors and certain GHP Shareholders to vote in favour of the Scheme and the resolutions at the Court Meeting and the GHP EGM have been received in respect of, in aggregate, 35,122,666 GHP Shares, representing approximately 62.9 per cent. of GHP's existing issued share capital.

The Scheme Document containing the formal terms and conditions of the Scheme will be posted to GHP Shareholders in due course and, in any event, within 28 days following the date of this announcement.

Cenkos is acting as financial adviser to the Independent Director of GHP.

Enquiries:

GHP plc

James Thornton

Tel: +44 (0) 20 7665 1833

Per Batelson

Tel: +46 31 712 53 02

+46 705 95 57 00

Cenkos (Financial Adviser to the Independent Director of GHP)

Tel: +44 (0)20 7397 8900

Ivonne Cantú / Elizabeth Bowman

The above summary should be read in conjunction with, and is subject to, the full text of this announcement (including its Appendices). Appendix I to this announcement contains the conditions and certain terms of the Offer. Appendix II to this announcement contains details of the irrevocable undertakings received in connection with the Scheme Terms used in the summary have the meaning given to them in Appendix III to this announcement.

Cenkos, which is authorised and regulated in the United Kingdom by the Financial Services Authority, is acting exclusively for the Independent Director of GHP plc and no one else in connection with the Offer and will not be responsible to anyone other than the Independent Director for providing the protections afforded to its customers or for providing advice in relation to the Offer or in relation to the contents of this announcement or any transaction or arrangement referred to herein.

7 July 2008

**RECOMMENDED SHARE EXCHANGE OFFER
for
GLOBAL HEALTH PARTNER PLC
by
SWEDISH NEWCO AB**

to be effected by means of a Scheme of Arrangement

under part 26 of the Companies Act 2006

1. Introduction

The board of Global Health Partner plc ("GHP") is pleased to announce that it has reached a decision to recommend a proposal for the acquisition of the entire issued and to be issued share capital of GHP by a newly incorporated Swedish company ("Swedish Newco") on the basis of one Swedish Newco Share for each GHP Share (the "Offer"). The acquisition is to be effected by means of a scheme of arrangement under part 26 of the Companies Act 2006 which requires the approval of GHP Scheme Shareholders and the sanction of the Court.

2. The Offer

Under the terms of the Offer, which will be subject to the conditions set out in Appendix I to this announcement and to the full terms and conditions to be set out in the Scheme Document, Scheme Shareholders will be entitled to receive:

for each 1 GHP Share 1 Swedish Newco Share

Existing shares in GHP will be cancelled and trading on AIM will be suspended at close of business on the day prior to the Scheme becoming effective. Application will be made for the admission of the Swedish Newco Shares to trading on the Main List of the OMX Nordic Exchange Stockholm and the Offer will be conditional, *inter alia*, on Admission of the Swedish Newco Shares.

3. Background to and reasons for the recommendation

GHP was incorporated in England and Wales on 27 June 2006 and was admitted to trading on the AIM on 16 August 2006, following a successful placing with UK, Swedish and international investors, with an initial market capitalisation of £23.1m. The main focus of its operations to date has been the Swedish market.

Since its admission to AIM, GHP has used its publicly traded status to assist with undertaking an acquisition and roll-out strategy. GHP has invested in established businesses and start-up clinics in selected clinical areas of spine surgery, dental implant surgery, bariatric surgery and obesity

treatments, and orthopaedic surgery and sports-medicine, with a view to creating service lines in each clinical area by rolling-out a standardised service model. The GHP Directors believe that these chosen service lines offer opportunities in the Scandinavian market in which it currently carries out its business, and in the wider European healthcare markets.

The GHP Directors are proposing to de-list the Company from AIM, and, via a scheme of arrangement offer GHP Shareholders new shares in Swedish Newco which is incorporated in Sweden and is intended to be listed on the Main List of the OMX Nordic Exchange Stockholm.

In deciding to recommend the Offer, the Independent GHP Director has considered a number of factors and believe therefore that the Offer makes strong strategic sense for the following reasons:

- The majority of GHP's business operations are based in Sweden;
- A move to the OMX Nordic Exchange will give the Company greater access to the Scandinavian Capital Markets, the natural investor base for GHP;
- The majority of the Company's operations and senior management team are based in Sweden. The move of GHP's corporate headquarters to Gothenburg, Sweden, provides alignment with the geographic focus of the business; and
- The perceived appetite for GHP Shares amongst local Swedish institutions and retail investors, given local operations may result in increased liquidity.

The board of Swedish Newco will comprise the majority of the existing GHP Board. James Thornton and Johan Wachtmeister will resign as directors on the date the Scheme becomes effective, although Johan Wachtmeister will remain a member of the senior management of Swedish Newco.

Swedish Newco intends to maintain the expertise that exists within GHP and does not intend to change any employment entitlements or make redundant any GHP staff. It is the Swedish Newco Directors' intention to develop further the businesses of GHP following completion of the move to Sweden and, therefore, the Swedish Newco Directors do not have any current plans to change the principal locations of GHP's business.

The Independent GHP Director considers that the Offer represents an opportunity for GHP Scheme Shareholders to continue to have exposure to the growth prospects of GHP under what is, in the Directors' belief, a more appropriate listing structure for the Company's business.

4. Irrevocable undertakings

The GHP Directors have entered into irrevocable undertakings to vote in favour of the Scheme Resolutions in respect of their holdings of, in aggregate, 7,115,257 GHP Shares, representing approximately 12.7 per cent. of the existing issued ordinary share capital of GHP.

In addition, certain GHP Shareholders have entered into irrevocable undertakings to vote in favour of the Scheme Resolutions in respect of their holdings of, in aggregate, 28,007,409 GHP Shares, representing approximately 50.1 per cent. of the existing issued ordinary share capital of GHP.

Accordingly, irrevocable undertakings from GHP Directors and certain GHP Shareholders to vote in favour of the Scheme and the resolutions at the Court Meeting and the GHP EGM have been received in respect of, in aggregate, 35,122,666 GHP Shares, representing approximately 62.9 per cent. of GHP's existing issued share capital.

5. Recommendation

The Independent Director of GHP, who has been so advised by Cenkos, considers the terms of the Offer to be fair and reasonable. In providing advice to the Independent GHP Director, Cenkos has taken into account the commercial assessments of the GHP Directors.

6. Interests in GHP Shares

As at the close of business on 4 July 2008 (being the last Business Date prior to the date of this announcement), save for the shares in respect of which the directors of GHP have given irrevocable undertakings as detailed in Appendix 2 neither Swedish Newco nor the directors of Swedish Newco own any shares in GHP.

7. Information on GHP

GHP was incorporated in the United Kingdom on 27 June 2006 and was admitted to the AIM market of the London Stock Exchange on 16 August 2006, following a placing with UK, Swedish and international investors, with an initial market capitalisation of £23.1m. The main focus of its operations to date has been in the Swedish market.

Since its admission to AIM, GHP has used its public market quote to undertake an acquisition and rollout policy. GHP has invested in acquisitions of established businesses and start-up clinics in selected clinical areas of spine surgery, dental implant surgery, bariatric surgery and obesity treatments, and orthopaedic surgery and sports-medicine, with a view to creating service lines in each by rolling-out a standardised service model. GHP believes that these chosen service lines offer opportunities in the Scandinavian market in which it currently carries out its business and the wider European healthcare markets.

8. Information on Swedish Newco

Swedish Newco was incorporated on 28 April 2008 as a Swedish company, for the purpose of acquiring GHP under the proposed Scheme. Swedish Newco will be renamed Global Health Partner AB (publ) (or a similar name subject to the approval of the Swedish Company authorities). The Board of Swedish Newco consists of Messrs Jansson, Batelson, Werr, Wilson and Svedenstedt and Mr Swartling as deputy member. Swedish Newco has limited operating history and has been incorporated for the purpose of acquiring shares in GHP through the Scheme.

9. Swedish Newco Shares

Application will be made for the admission of the Swedish Newco Shares to trading on the Main List of the OMX Nordic Exchange Stockholm and the Offer will be conditional, inter alia, upon admission of the Swedish Newco Shares to either the Main List or First North. If Swedish Newco does not have sufficient shareholder numbers to be listed on the Main List, it will be listed on First North with a view to be listed on the Main List as soon as possible.

In considering the transaction, the Directors have taken steps to ensure that a corporate nominee account where Swedish dematerialised shares can be settled by non Swedish investors will be made available. Further information will be included in the Scheme document.

10. Future plans for GHP

The board of Swedish Newco believes that the re-listing of GHP as a Swedish company on the OMX Nordic Exchange Stockholm has strategic value for the Wider GHP Group.

The Swedish Newco Shares issued pursuant to the Offer will rank pari passu with the existing Swedish Newco Shares including in respect of all dividends proposed, made, paid or declared from the time they are issued and allotted.

11. Placing of shares on the OMX Nordic Exchange Stockholm

The Board of Newco intends to undertake a placing of Swedish Newco shares (the "Placing") in the two weeks following de-listing from AIM. This Placing will be undertaken in order to raise capital from new shareholders to increase the number of shareholders in Swedish Newco in order to reach the minimum number of shareholders required for admission to trading on the Main List of the OMX Nordic Exchange Stockholm. The Main List requires a minimum of 500 shareholders holding shares of a total value of approximately 1,000 Euro. In addition, the proceeds from the Placing will allow the Company to continue to undertake an acquisition policy, in line with GHP's strategy. Following the Placing, should Swedish Newco still have less than 500 shareholders, it will be listed on the secondary market of the OMX Nordic Exchange Stockholm, First North.

To facilitate the Placing of new shares, Swedish Newco will hold an EGM in August 2008 where a resolution will be proposed to Swedish Newco shareholders to disapply pre-emption rights for up to 33% of the share capital of Swedish Newco. This level is in line with existing GHP Shareholder disapplication rights.

12. Lock in agreements

The Swedish Newco Directors will enter into lock in arrangements for a period of at least six months after the Company is admitted to the OMX Nordic Exchange Stockholm.

13. Management and employees

Swedish Newco has given assurances to the GHP Directors that the existing employment rights, including pension rights, of all of the management and employees of GHP will be fully safeguarded following the Scheme becoming effective.

James Thornton, as a result of the transition to Sweden, and Johan Wachtmeister, as a result of Swedish corporate governance practice, have indicated that they intend to stand down from the GHP board of directors upon the Offer being completed. However, Johan Wachtmeister will remain a member of the senior management team of Swedish Newco.

14. Structure of the Offer

It is intended that the Offer will be implemented by means of a scheme of arrangement between GHP and the GHP Shareholders under part 26 of the Companies Act 2006. The purpose of the Scheme is to provide for Swedish Newco to become the owner of the whole of the issued share capital of GHP. This is to be achieved by the cancellation of the Scheme Shares and the application of the reserve arising from such cancellation in paying up in full the same number of new GHP shares and issuing the same to Swedish Newco. The procedure involves an application by GHP to the Court to sanction the Scheme and, assuming such sanction is granted and the Scheme becomes effective in accordance with its terms (and subject to the Offer becoming unconditional), GHP Shareholders will receive Swedish Newco Shares.

To become effective, the Scheme requires, amongst other things, the approval of a majority in number of the Scheme Shareholders present and voting in person or by proxy at the Court Meeting, representing not less than 75 per cent. in value of the Scheme Shares held by such Scheme Shareholders, together with the sanction of the Court and the passing of the resolutions necessary to implement the Scheme at the GHP EGM. The Scheme will only become effective upon delivery of a copy of the Court order. Upon the Scheme becoming effective, it will be binding on all Scheme Shareholders, irrespective of whether or not they attended or voted at the Court Meeting or the GHP EGM.

15. Cancellation of trading in GHP Shares on AIM and de-registration

Following the Scheme becoming effective and subject to any applicable requirements of the London Stock Exchange, Swedish Newco intends to procure that GHP applies to the London Stock Exchange for the cancellation of trading in GHP Shares on AIM.

It is also intended that during the next twelve months and following the Offer becoming or being declared unconditional in all respects that GHP will be liquidated.

16. Overseas shareholders

The availability of the Offer to overseas shareholders of GHP shares may be affected by the law of the relevant jurisdiction. Such persons should inform themselves of, and observe, any applicable legal requirements of their jurisdiction. GHP shareholders who are in any doubt regarding such matters should consult with an appropriate professional adviser in the relevant jurisdiction without delay.

17. Further information

Appendix I contains the conditions to and certain further terms of the Offer.

Appendix II contains details of the irrevocable undertakings.

Appendix III contains definitions used in this announcement.

Enquiries:

GHP plc

James Thornton

Tel: +44 (0) 20 7665 1833

Per Batelson

Tel: +46 31 712 53 02

+46 705 95 57 00

Cenkos (Financial Adviser to the Independent Director of GHP)

Tel: +44 (0)20 7397 8900

Ivonne Cantú / Elizabeth Bowman (Corporate Finance)

Cenkos, which is authorised and regulated in the United Kingdom by the Financial Services Authority, is acting for the Independent Director of GHP and for no-one else in relation to the Offer and will not be responsible to anyone other than the Independent Director of GHP for providing the protections afforded to clients of Cenkos or for affording advice in relation to the Offer or any matters referred to herein.

Cenkos, which is authorised and regulated by the Financial Services Authority in the United Kingdom, is acting for GHP and for no-one else in relation to the Offer and will not be responsible to anyone other than GHP for providing the protections afforded to customers of Cenkos or for affording advice in relation to the Offer or any matters referred to in this announcement.

Distribution of announcement and other matters

The distribution of this announcement and the availability of the Offer in jurisdictions other than the United Kingdom may be restricted by law and therefore any persons who are subject to the laws of any jurisdiction other than the United Kingdom should inform themselves about, and observe, any applicable requirements. This announcement has been prepared in connection with a proposal in relation to a scheme of arrangement pursuant to, and for the purpose of, complying with English law and the information disclosed may not be the same as that which would have been disclosed if this announcement had been prepared in accordance with the laws of jurisdictions outside the England.

Copies of this announcement are not being, and must not be, directly or indirectly, mailed or otherwise forwarded, distributed or sent in or into or from any jurisdiction where to do so would violate the laws of that jurisdiction and persons receiving this announcement (including custodians, nominees and trustees) must not mail or otherwise forward, distribute or send it in, into or from any such jurisdiction.

The statements contained herein are made as at the date of this announcement, unless some other time is specified in relation to them, and the issue of this announcement shall not give rise to any implication that there has been no change in the facts set forth herein since that date. Nothing contained herein shall be deemed to be a forecast, projection or estimate of the future financial performances of GHP or Swedish Newco, except where otherwise stated.

No person has been authorised to make any representations on behalf of GHP or Swedish Newco concerning the Offer or the Scheme which are inconsistent with the statements contained herein and any such representations, if made, may not be relied upon as having been so authorised.

This announcement does not constitute a prospectus or prospectus equivalent document.

No person should construe the contents of this document as legal, financial or tax advice and should consult their own advisers in connection with the matters contained herein.

This announcement does not constitute an offer or an invitation to purchase or subscribe for any securities or a solicitation of an offer to buy any securities in any jurisdiction in which such offer or solicitation is unlawful.

The Offer is not an offer of securities in the United States of America or in any jurisdiction in which such an offer is unlawful. The New Swedish Newco Shares to be issued in connection with the Offer have not been, nor will they be, registered under the US Securities Act or under the securities laws of any state of the United States of America and may not be offered or sold in the United States of America, absent registration or an applicable exemption from registration. The relevant clearances have not been, and (unless Swedish Newco otherwise determines) will not be, obtained from the securities commission or similar authority of any province or territory of Canada and no prospectus, information memorandum or other documents relating to the New Swedish Newco Shares has been or will be filed or registration made under any securities laws of any province or territory of Canada nor has any prospectus, information memorandum or other documents relating to the New Swedish Newco Shares been, or will be lodged with, or registered by, the Australian Securities Investments Commission or the Japanese Ministry of Finance and the New Swedish Newco Shares have not been, and nor will they be, registered under or offered in compliance with applicable securities laws of any state, province, territory or jurisdiction of Canada, Australia, or Japan. Accordingly, unless an exemption under relevant securities laws is applicable, the New Swedish Newco Shares may not be offered, sold, resold or delivered, directly or indirectly, in or into or from the United States of America, Canada, Australia, Japan or any other jurisdiction where to do so would constitute a violation of the relevant laws of, or require registration thereof in, such jurisdiction or to, or for the account or benefit of, a person located in the United States of America, Canada, Australia or Japan.

Forward looking statements

This announcement contains statements with respect to the financial condition, results of operations and business of GHP and the Wider GHP Group and certain plans and objectives of the boards of directors of GHP and Swedish Newco that are or may be forward-looking statements. These forward-looking statements can be identified by the fact that they do not relate only to historical or current facts. Forward-looking statements often use words such as “anticipate”, “target”, “expect”, “estimate”, “intend”, “plan”, “goal”, “believe”, “will”, “may”, “should”, “would”, “could” or other words of similar meaning. These statements are based on assumptions and assessments made by the boards of directors of GHP in light of their experience and their perception of historical trends, current conditions, expected future developments and other factors they believe appropriate. By their nature, forward-looking statements involve risk and uncertainty, and the factors described in the context of such forward-looking statements in this document could cause actual results and developments to differ materially from those expressed in or implied by such forward-looking statements.

Should one or more of these risks or uncertainties materialise, or should underlying assumptions prove incorrect, actual results may vary materially from those described in this document. GHP and Swedish Newco assume no obligation to update or correct the information contained in this document.

APPENDIX I

CONDITIONS TO THE IMPLEMENTATION OF THE SCHEME AND THE PROPOSAL

- 1 The Offer is conditional upon the Scheme becoming unconditional and becoming effective by no later than 3 October 2008 or such later date as GHP and Swedish Newco and (if required) the Court may agree.
- 2 The Scheme is conditional upon:
 - (a) approval of the Scheme by a majority in number representing 75 per cent. in value of the holders of Scheme Shares (or the relevant class or classes thereof), present and voting, either in person or by proxy, at the Court Meeting or any adjournment of that meeting;
 - (b) the resolutions required to approve and implement the Scheme and set out in the notice of the Extraordinary General Meeting being passed by the requisite majorities at the Extraordinary General Meeting or any adjournment of that meeting;
 - (c) the sanction (with or without modification) of the Scheme and the confirmation of any reduction of capital involved therein by the Court, a copy of the Court Order and the Minute of such reduction being delivered to the Registrar of Companies in England and Wales and, in relation to the reduction of capital, being registered; and
 - (d) approval of the Swedish Newco Shares for listing on either the Main List of the OMX Nordic Exchange Stockholm or First North.
 - (e) The board of GHP approving a settlement process in Swedish Newco shares that is not disadvantageous for existing Shareholders
- 3 GHP and Swedish Newco have agreed that, subject as stated below, the Scheme is also conditional upon, and accordingly the necessary actions to make the Scheme become effective will only be taken on, the satisfaction or waiver of the following Conditions:
 - (a) no government or governmental, quasi-governmental, supranational, statutory or regulatory body, institution, association or agency (including any trade agency) or any court or other body (including any professional or environmental body) or person in any relevant jurisdiction (a "Relevant Authority") having decided to take, institute, implement or threaten or having announced its intention to institute or implement any action, proceedings, suit, investigation, enquiry or reference or enacted, made or proposed any statute, regulation, order or decision that would or might be reasonably expected to:
 - (i) make the Offer, its implementation, or the acquisition of any shares in, or control of GHP, by Swedish Newco void, unenforceable or illegal under the laws of any jurisdiction or directly or indirectly restrain, restrict, prohibit, frustrate or otherwise materially delay or interfere with the implementation of, or impose additional material conditions or obligations with respect to, or otherwise in a material way challenge, the Offer, or the proposed acquisition of any shares in, or control of, GHP by Swedish Newco;
 - (ii) require, prevent or delay the divestiture (or alter the terms of any proposed divestiture) by Wider GHP Group or Swedish Newco of all or any material part of their respective businesses, assets or properties or impose any limitation on their ability to conduct all or any part of their respective businesses and to own any of their respective assets or properties;

- (iii) impose any limitation on or result in any delay in the ability of any member of Swedish Newco to acquire or hold or to exercise effectively, directly or indirectly, all or any rights of ownership of shares or other securities in, or to exercise management control over, any member of the Wider GHP Group or on the ability of any member of the Wider GHP Group to hold or exercise effectively, directly or indirectly, all or any rights of ownership of shares or other securities in, or to exercise management control over, any other member of the Wider GHP Group;
 - (iv) require any member of the Wider GHP Group or of Swedish Newco to offer to acquire any shares or other securities in any member of the Wider GHP Group (other than the implementation of the Offer);
 - (v) impose any limitation on the ability of any member of the Wider GHP Group to integrate or co-ordinate its business, or any part of it, with the businesses or any part of the businesses of any other member of the Wider GHP Group;
 - (vii) otherwise adversely affect any or all of the businesses, assets, financial or trading position or profits or prospects of any member of the Wider GHP Group, to an extent which is adverse to and material in the context of the Wider GHP Plc taken as a whole; or adversely affect any or all of the businesses, assets, financial or trading position or profits or prospects of Swedish Newco and all applicable waiting and other time periods during which any such Relevant Authority could institute, implement or threaten any such action, proceeding, suit, investigation, enquiry or reference or otherwise intervene having expired, lapsed or been terminated;
- (b) all necessary filings or applications having been made and all appropriate waiting and other time periods (including extensions of such periods) under any applicable legislation or regulation of any jurisdiction having expired, lapsed or been terminated in each case in respect of the acquisition of any shares in, or control of, GHP by Swedish Newco and all material authorisations, orders, grants, recognitions, confirmations, licences, consents, clearances, permissions and approvals (“authorisations”) necessary or appropriate in any jurisdiction for or in respect of the Scheme and the proposed acquisition of any shares or securities in, or control of, GHP or any member of the Wider GHP Group by Swedish Newco or the issue of the Swedish Newco Shares or any matters arising from such issue being obtained in terms and in a form reasonably satisfactory to Swedish Newco from appropriate Relevant Authorities and such authorisations together with all authorisations necessary or appropriate for any member of the Wider GHP Group to carry on its business remaining in full force and effect and no intimation of any intention to revoke, withdraw, suspend, restrict, withhold or modify or not to renew any of them having been made under the laws or regulations of any jurisdiction and all material and necessary statutory or regulatory obligations in any jurisdiction having been complied;

APPENDIX II

DETAILS OF IRREVOCABLE UNDERTAKINGS

Details of the irrevocable undertakings granted to Swedish Newco to vote in favour of the Scheme and the resolutions at the Court Meeting and the GHP EGM are as follows:

(a) Directors

<i>Name</i>	<i>Number of GHP Shares</i>	<i>Percentage of issued share capital as at 4 July 2008 (%)</i>
James Thornton (Independent Director)	150,000	0.3%
Per Batelson	3,381,600	6.1%
Johan Wachtmeister	3,351,657	6.0%
Urban Jansson	100,000	0.2%
Lottie Svedenstedt	100,000	0.2%
Andrew Wilson	32,000	0.1%
Total	7,115,257	12.7%

The above irrevocable undertakings will cease to be binding if the Scheme does not become effective in accordance with its terms by 30 November 2008, or if the Scheme otherwise fails to be sanctioned by the Court and/or approved by the meeting of the shareholders held to approve the Scheme, or the Scheme is withdrawn.

(b) Shareholders

<i>Name</i>	<i>Number of GHP Shares</i>	<i>Percentage of issued share capital as at 6 July 2008 (%)</i>
Hosar	9,733,400	17.4%
JoAnn Thornton	75,000	0.1%
Metroland BVBA	8,896,465	15.9%
Investor Growth Capital	9,185,944	16.4%
Tobias Lineback	116,600	0.2%
Total	28,007,409	50.1%

The above irrevocable undertakings will cease to be binding if the Scheme does not become effective in accordance with its terms by 30 November 2008 or if the Scheme otherwise fails to be sanctioned by the Court and/or approved by the meeting of the shareholders held to approve the Scheme, or the Scheme is withdrawn, or if, prior to the Scheme becoming effective the board of GHP withdraws its recommendation of the Scheme.

APPENDIX III

DEFINITIONS

The following definitions apply throughout this document unless the context requires otherwise:

“Admission”	admission of the Swedish Newco Shares to trading on the OMX Nordic Exchange Stockholm becoming effective and references to “Admission becoming effective” shall be construed as references to the announcement of the decision of the OMX Nordic Exchange Stockholm (and similar expressions shall be construed accordingly);
“AIM”	The AIM market of the London Stock Exchange;
“AIM Rules”	the rules published by the London Stock Exchange entitled “AIM Rules for Companies”;
“Business Day”	any day (other than Saturday or Sunday) on which clearing banks are generally open for business in the City of London and in Stockholm;
“Cenkos”	Cenkos Securities plc, GHP’s financial adviser;
“Closing Price”	The middle market quotation for the relevant shares on the close of trading on the Daily Official List on the relevant date;
“Company”	Global Health Partner plc;
“Conditions”	the conditions to the implementation of the Scheme and the Offer, which are set out in Appendix I to this announcement;
“Court”	the High Court of Justice in England;
“Court Meeting”	the meeting of the Scheme Shareholders to be convened by order of the Court pursuant to section 26 of the Companies Act 2006 to consider and, if thought fit, approve the Scheme (with or without amendment) (and any adjournment thereof);
“Daily Official List”	the Daily Official List of the London Stock Exchange;
“Directors” or “GHP Board”	the directors of GHP;
“GHP”	Global Health Partner plc, a company incorporated in the UK with registered number 5859431;
“GHP EGM”	the extraordinary general meeting of the GHP

Shareholders that is proposed to be convened in connection with the Scheme (and any adjournment thereof);

"GHP Shareholders"	the holders of the GHP Shares, from time to time;
"GHP Shares"	the ordinary shares of 50 pence each in the capital of GHP;
"Effective Date"	the date on which the Scheme becomes effective in accordance with its terms;
"First North"	the alternative market which is part of the OMX Nordic Exchange Stockholm;
"FSA"	the Financial Services Authority, acting in its capacity as competent authority in the United Kingdom pursuant to Part VI of FSMA;
"Independent GHP Director"	James Thornton
"London Stock Exchange"	London Stock Exchange plc;
"The Main List"	the main list of the OMX Nordic Exchange Stockholm;
"Offer"	the offer by Swedish Newco for the entire issued and to be issued ordinary share capital of GHP not already owned or contracted to be acquired by Swedish Newco or its associates to be implemented by way of the Scheme and the other matters relevant thereto to be considered at the Court Meeting and the GHP EGM or, in Swedish Newco' absolute discretion, with the consent of the Panel, by way of a takeover offer;
"Panel"	The Panel on Takeovers and Mergers;
"Regulatory Information Service" or "RIS"	any of the services approved by the London Stock Exchange for the distribution to the public of AIM announcements and included within the list maintained on the London Stock Exchange's website, www.londonstockexchange.com ;
"Scheme"	the scheme of arrangement proposed to be made under section 26 of the Companies Act 2006 between GHP and the GHP Shareholders with or subject to any modification, addition or condition approved or imposed by the Court and agreed to by GHP and Swedish Newco;
"Scheme Court Order"	the order of the Court sanctioning the Scheme under section 26 of the Companies Act 2006;

"Scheme Document"	the circular in respect of the Scheme to be despatched to Scheme Shareholders setting out, amongst other things, the full terms and conditions to implementation of the Scheme as well as the Scheme itself and the notice of the Court Meeting and the GHP EGM;
"Scheme Shareholders"	those GHP Shareholders eligible to attend and vote, whether in person or by proxy, at the Court Meeting;
"Scheme Shares"	those GHP Shares held by Scheme Shareholders;
"Swedish Newco"	Swedish Newco AB, a company incorporated in Sweden with registered number 556757-1103 which will be re-named Global Health Partner AB (publ) or a similar name (subject to the approval of the Swedish authorities);
"Swedish Newco Directors"	The directors of Swedish Newco, being the GHP Directors less James Thornton and Johan Wachtmeister;
"Swedish Newco Shareholders"	holders of Swedish Newco Shares, from time to time;
"Swedish Newco Shares"	ordinary shares of SEK 1 each in the capital of Swedish Newco;
"Takeover Code" or "Code"	The City Code on Takeovers and Mergers;
"UK" or "United Kingdom"	the United Kingdom of Great Britain and Northern Ireland;
"Wider GHP Group"	GHP and its subsidiary undertakings, associated undertakings and any other undertakings in which GHP and such undertakings (aggregating their interests) have a substantial interest; and
"Wider Swedish Newco Group"	Swedish Newco and its subsidiary undertakings, associated undertakings and any other undertakings in which Swedish Newco and such undertakings (aggregating their interests) have a substantial interest.

In this document, the singular includes the plural and vice versa, unless the context otherwise requires.

All times referred to in this document are London times.