

ADDENDUM DATED 9 APRIL 2019

THIS ADDENDUM TO THE ANNUAL REPORT 2018 IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. PLEASE READ IT CAREFULLY.

If you are in any doubt as to the contents herein or as to the course of action you should take, you should consult your legal, financial, tax or other independent adviser immediately.

This Addendum is circulated to shareholders of ISEC Healthcare Ltd. (the “**Company**”) together with the Company’s Annual Report 2018. Its purpose is to explain to Shareholders the rationale and provide information to the Shareholders for the Proposed Resolutions to be tabled at the Annual General Meeting to be held on 24 April 2019 at 10.30 a.m. at Arthur Lim Auditorium, Level 2, Alumni Medical Centre, 2 College Road, Singapore 169850. The Notice of Annual General Meeting and a Proxy Form are enclosed with the Annual Report 2018.

If you have sold or transferred all your ordinary shares in the capital of the Company, you should immediately forward the Annual Report 2018, this Addendum, the Notice of Annual General Meeting and the enclosed Proxy Form immediately to the purchaser or the transferee, or to the bank, stockbroker or agent through whom the sale or the transfer was effected for onward transmission to the purchaser or the transferee.

This Addendum has been prepared by the Company and its contents have been reviewed by the Company’s sponsor, PrimePartners Corporate Finance Pte. Ltd. (the “**Sponsor**”), for compliance with the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) Listing Manual Section B: Rules of Catalist. The Sponsor has not verified the contents of this Addendum.

This Addendum has not been examined or approved by the SGX-ST. The Sponsor and the SGX-ST assume no responsibility for the contents of this Addendum, including the accuracy, completeness or correctness of any of the information, statements or opinions made, or reports contained in this Addendum.

The contact person for the Sponsor is Ms Gillian Goh, Director, Head of Continuing Sponsorship (Mailing Address: 16 Collyer Quay, #10-00 Income at Raffles, Singapore 049318 and Email: sponsorship@ppcf.com.sg).

Terms appearing on the cover of this Addendum bear the same meanings as defined in this Addendum.



ISEC HEALTHCARE LTD.

(Company Registration Number: 201400185H)

(Incorporated in the Republic of Singapore)

ADDENDUM TO SHAREHOLDERS

IN RELATION TO THE

- (1) PROPOSED RENEWAL OF THE SHARE BUYBACK MANDATE;**
- (2) PROPOSED PARTICIPATION OF DR LEE HUNG MING, THE EXECUTIVE VICE CHAIRMAN AND A CONTROLLING SHAREHOLDER OF THE COMPANY, AND HIS ASSOCIATE, DR LEE YENG FEN, IN THE SHARE OPTION SCHEME; AND**
- (3) PROPOSED GRANT OF OPTIONS TO DR LEE HUNG MING, THE EXECUTIVE VICE CHAIRMAN AND A CONTROLLING SHAREHOLDER OF THE COMPANY, AND HIS ASSOCIATE, DR LEE YENG FEN, UNDER THE SHARE OPTION SCHEME.**

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CONTENTS

	Page
ADDENDUM TO SHAREHOLDERS	
1. INTRODUCTION	6
2. THE PROPOSED RENEWAL OF THE SHARE BUYBACK MANDATE	7
3. THE PROPOSED PARTICIPATION OF DR LEE HUNG MING, THE EXECUTIVE VICE CHAIRMAN AND A CONTROLLING SHAREHOLDER OF THE COMPANY, AND HIS ASSOCIATE, DR LEE YENG FEN, IN THE SHARE OPTION SCHEME.	27
4. THE PROPOSED GRANT OF OPTIONS TO DR LEE HUNG MING, THE EXECUTIVE VICE CHAIRMAN AND A CONTROLLING SHAREHOLDER OF THE COMPANY, AND HIS ASSOCIATE, DR LEE YENG FEN, UNDER THE SHARE OPTION SCHEME ..	29
5. INTEREST OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS	31
6. DIRECTORS' RECOMMENDATION	32
7. ABSTENTION FROM VOTING	32
8. ACTIONS TO BE TAKEN BY SHAREHOLDERS	33
9. DIRECTORS' RESPONSIBILITY STATEMENT	33
10. DOCUMENTS AVAILABLE FOR INSPECTION	34

For the purpose of this Addendum, the following definitions apply throughout, unless the context otherwise requires:

2019 AGM	The annual general meeting of the Company to be convened and held at Arthur Lim Auditorium, Level 2, Alumni Medical Centre, 2 College Road, Singapore 169850 on 24 April 2019 at 10.30 a.m.
ACRA	The Accounting and Corporate Regulatory Authority of Singapore
Act	The Companies Act, Chapter 50 of Singapore, as amended or modified from time to time
Addendum	This Addendum dated 9 April 2019 circulated to the Shareholders together with the Annual Report 2018
AGM	The annual general meeting of the Company
Annual Report 2018	The annual report of the Company for the financial year ended 31 December 2018
Associate	(a) in relation to any Director, chief executive officer, Substantial Shareholder or Controlling Shareholder (being an individual) means: (i) his immediate family; (ii) the trustees of any trust of which he or his immediate family is a beneficiary or, in the case of a discretionary trust, is a discretionary object; and (iii) any company in which he and his immediate family together (directly or indirectly) have an interest of 30% or more. (b) in relation to a Substantial Shareholder or a Controlling Shareholder (being a company) means any other company which is its subsidiary or holding company or is a subsidiary of such holding company or one in the equity of which it and/or such other company or companies taken together (directly or indirectly) have an interest of 30% or more
Board	The board of directors of the Company as at the date of this Addendum
Catalist	The sponsor-supervised listing platform of the SGX-ST
Catalist Rules	The SGX-ST Listing Manual Section B: Rules of Catalist, as amended or modified from time to time
CDP	The Central Depository (Pte) Limited

Committee	The committee comprising Directors duly appointed to administer the Share Option Scheme from time to time
Company	ISEC Healthcare Ltd.
Constitution	The constitution of the Company, as may be amended or modified from time to time
Control	The capacity to dominate decision-making, directly or indirectly, in relation to the financial and operating policies of a company
Directors	The director(s) of the Company as at the date of this Addendum
Employee(s)	Employee(s) of the Group selected by the Committee to participate in the Share Option Scheme
EPS	Earnings per Share
Group	The Company and its subsidiaries
JLM Companies	JL Medical (Bukit Batok) Pte. Ltd., JL Medical (Sembawang) Pte. Ltd., JL Medical (Woodlands) Pte. Ltd. and JL Medical (Yew Tee) Pte. Ltd., which are wholly-owned Subsidiaries of the Company
Latest Practicable Date	26 March 2019 being the latest practicable date prior to the printing of this Addendum
Market Day	A day on which the SGX-ST is open for trading in securities
Market Price	A price equal to the average of the last dealt prices for the Shares on the SGX-ST over five (5) consecutive Market Days, on which transactions in the Shares were recorded, immediately preceding the date of grant of that Option, as determined by the Committee by reference to the daily official list or any other publication published by the SGX-ST, rounded to the nearest whole cent in the event of fractional prices
Notice of AGM	The notice of AGM as set out on pages 87 to 94 of the Annual Report 2018
NTA	Net tangible assets
Option	The right to subscribe for Shares granted or to be granted to a participant pursuant to the Share Option Scheme and for the time being subsisting
Proposed Grant of Options	The proposed grant of 158,080 and 23,100 Options to Dr Lee Hung Ming and Dr Lee Yeng Fen respectively under the Share Option Scheme, the terms of which are set out in Section 4 of this Addendum

Proposed Resolutions	Has the same meaning ascribed to it in Section 1 of this Addendum
Relevant Period	The period as set out in Section 2.2.2 of this Addendum
Rules	Rules of the Share Option Scheme
SFA	The Securities and Futures Act (Chapter 289) of Singapore, as amended or modified from time to time
SGX-ST	Singapore Exchange Securities Trading Limited
Share Buyback Mandate	General and unconditional mandate given by the Shareholders to authorise the Directors to purchase or otherwise acquire, on behalf of the Company, Shares in accordance with the terms set out in this Addendum as well as the rules and regulations set forth in the Act and the Catalist Rules
Share Option Scheme	The employee share option scheme known as the “ ISEC Healthcare Share Option Scheme ” which was adopted by the Company on 26 September 2014
Shares	Ordinary shares in the share capital of the Company
Shareholders	Registered holders of Shares except that where the registered holder is CDP, the term “ Shareholders ” in relation to Shares held by CDP shall mean the persons named as Depositors in the Depository Register maintained by CDP and whose securities accounts are credited with those Shares
SIC	The Securities Industry Council of Singapore
Sponsor	PrimePartners Corporate Finance Pte. Ltd.
Take-over Code	The Singapore Code on Take-overs and Mergers, as amended or modified from time to time
Treasury Shares	Issued Shares which were (or are treated as having been) purchased by the Company in circumstances in which Section 76H of the Act applies and have been held by the Company continuously since such Shares were so purchased
% or per cent	Per centum or percentage
S\$ and cents	Singapore dollars and cents respectively

The terms “**Depositor**” and “**Depository Register**” shall have the meanings ascribed to them respectively in Section 81SF of the SFA or any statutory modification thereof, as the case may be.

The expressions “**associated company**”, “**subsidiary**”, “**Controlling Shareholders**”, “**Subsidiary Holdings**” and “**Substantial Shareholder**” shall have the meaning ascribed to them respectively in the Act and the Catalist Rules.

Words importing the singular shall, where applicable, include the plural and *vice versa*. Words importing the masculine gender shall, where applicable, include the feminine and neuter genders and *vice versa*. References to persons, where applicable, shall include corporations.

Any reference to a date and/or time of day in this Addendum shall be a reference to Singapore time unless otherwise stated.

Any reference in this Addendum to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any term defined under the Act, SFA or Catalist Rules or any statutory or regulatory modification thereof and used in this Addendum shall, where applicable, have the meaning assigned to it under the Act, SFA or Catalist Rules or such statutory or regulatory modification thereof, as the case may be, unless otherwise provided.

Any discrepancies in the figures included herein between the listed amounts and totals thereof are due to rounding. Accordingly, figures shown as totals in this Addendum may not be an arithmetic aggregation of the figures that precede them.

The headings in this Addendum are inserted for convenience only and shall be ignored in construing this Addendum.

Any reference to “**we**”, “**us**” and “**our**” in this Addendum is a reference to the Group or any member of the Group as the context requires.

ISEC HEALTHCARE LTD.

(Company Registration Number 201400185H)
(Incorporated in the Republic of Singapore)

Directors

Mr Sitoh Yih Pin (Non-Executive Chairman and Independent Director)
Dr Lee Hung Ming (Executive Vice Chairman)
Dr Wong Jun Shyan (Executive Director and Chief Executive Officer)
Professor Low Teck Seng (Independent Director)
Mr Lim Wee Hann (Independent Director)

Registered Office

101 Thomson Road,
#09-04 United Square
Singapore 307591

Date: 9 April 2019

To: **The Shareholders of ISEC Healthcare Ltd.**

Dear Sir/Madam

1. INTRODUCTION

The Directors are seeking the approval of Shareholders for the following ordinary resolutions at the 2019 AGM:

- (i) the proposed renewal of the Share Buyback Mandate (**Resolution 11**);
- (ii) the proposed participation of Dr Lee Hung Ming, the Executive Vice Chairman and a Controlling Shareholder of the Company, in the Share Option Scheme (**Resolution 12**);
- (iii) the proposed participation of Dr Lee Yeng Fen, an Associate of Dr Lee Hung Ming, the Executive Vice Chairman and a Controlling Shareholder of the Company, in the Share Option Scheme (**Resolution 13**);
- (iv) the Proposed Grant of Options to Dr Lee Hung Ming, the Executive Vice Chairman and a Controlling Shareholder of the Company, under the Share Option Scheme (**Resolution 14**); and
- (v) the Proposed Grant of Options to Dr Lee Yeng Fen, an Associate of Dr Lee Hung Ming, the Executive Vice Chairman and a Controlling Shareholder of the Company, under the Share Option Scheme (**Resolution 15**),

(collectively, the "**Proposed Resolutions**").

The purpose of this Addendum is to provide Shareholders with information pertaining to, and to seek their approval for, the Proposed Resolutions at the 2019 AGM. The Notice of AGM is set out on pages 87 to 94 of the Annual Report 2018.

2. THE PROPOSED RENEWAL OF THE SHARE BUYBACK MANDATE

2.1 Introduction

It is a requirement under the Act that a company which wishes to purchase or otherwise acquire its own shares has to obtain the approval of its shareholders to do so at a general meeting of its shareholders. It is also a requirement under the Catalist Rules that an issuer which wishes to purchase its own shares should obtain prior approval of its shareholders at a general meeting.

The Company's existing Share Buyback Mandate was first approved by Shareholders at the extraordinary general meeting of the Company held on 28 April 2016 and last renewed at the annual general meeting of the Company held on 25 April 2018. The existing Share Buyback Mandate will, unless renewed, expire on the date of the 2019 AGM. In this regard, approval is being sought from Shareholders at the 2019 AGM for the proposed renewal of the Share Buyback Mandate.

If approved by Shareholders at the 2019 AGM, the authority conferred by the Share Buyback Mandate will continue to be in force until the conclusion of the next AGM of the Company or the date by which such an AGM is required by law to be held (whereupon it will lapse, unless renewed at such meeting) or the date on which Share purchases or acquisitions have been carried out to the full extent mandated or the date the said mandate is varied or revoked by the Company in a general meeting, whichever is the earliest.

2.2 Rationale for the Proposed Renewal of the Share Buyback Mandate

The approval of the proposed renewal of the Share Buyback Mandate authorising the Company to purchase or acquire its Shares would give the Company the flexibility to undertake Share purchases or acquisitions up to the 10% limit described in Section 2.3.1 below at any time during the period when the Share Buyback Mandate is in force.

The rationale for the Company to undertake the purchase or acquisition of its issued Shares is as follows:

- (a) In managing the business of the Group, the management team strives to increase Shareholders' value by improving, *inter alia*, the return on equity of the Group. In addition to growth and expansion of the business, Share buybacks may be considered as one of the ways through which the return on equity of the Group may be enhanced;
- (b) The Company has at present two share-based incentive schemes, namely the Share Option Scheme and the ISEC Healthcare Performance Share Plan. Share buybacks by the Company will enable the Directors to utilise the Shares which are purchased or acquired and held as Treasury Shares to satisfy the Company's obligation to furnish Shares to participants under these schemes, thus giving the Company greater flexibility to manage and minimise the dilution impact (if any) associated with any share-based incentive scheme as may be implemented by the Company from time to time by delivering existing Shares instead of issuing new Shares;
- (c) The Share Buyback Mandate would provide the Company with the flexibility to purchase or acquire the Shares if and when circumstances permit, during the period when the Share Buyback Mandate is in force. It is an expedient, effective and cost-efficient way for the Company to return surplus cash/funds over and above its ordinary capital requirements, if any, which are in excess of its financial requirements, taking into account its growth and expansion plans, to its Shareholders. In addition, the Share Buyback Mandate will allow the Company to have greater flexibility over, *inter alia*, the Company's share capital structure and its dividend policy; and

- (d) The purchase or acquisition of Shares under the Share Buyback Mandate will help mitigate short-term share price volatility (by way of stabilising the supply and demand of issued Shares) and offset the effects of short-term share price speculation, supporting the fundamental value of the issued Shares, thereby bolstering Shareholders' confidence and employees' morale.

While the Share Buyback Mandate would authorise a purchase or acquisition of Shares up to the said 10% limit during the period referred to in Section 2.3.2 below, Shareholders should note that purchases or acquisitions of Shares pursuant to the Share Buyback Mandate may not be carried out to the full 10% limit as authorised and the purchases or acquisitions of Shares pursuant to the Share Buyback Mandate will be made only as and when the Directors consider it to be in the best interests of the Company and/or Shareholders, after taking into account factors such as the amount of surplus cash available and working capital requirements of the Company, the prevailing market conditions, liquidity and orderly trading of the Shares. The Directors will use their best efforts to ensure that any share buyback made by the Company will not have any material adverse impact on the float, liquidity, orderly trading of the Shares and/or the financial position of the Group.

2.3 Authority and Limits of the Share Buyback Mandate

The authority and limitations placed on purchases or acquisitions of Shares by the Company under the renewed Share Buyback Mandate, if approved at the 2019 AGM, are summarised below:

2.3.1 Maximum Number of Shares

Only Shares which are issued and fully paid may be purchased or acquired by the Company. The total number of Shares that may be purchased or acquired pursuant to the Share Buyback Mandate is limited to that number of Shares representing not more than 10% of the total number of issued Shares as at the date of the 2019 AGM at which the proposed renewal of the Share Buyback Mandate is approved, unless the Company has, at any time during the Relevant Period, effected a reduction of its share capital in accordance with the applicable provisions of the Act, in which event the total number of Shares shall be taken to be the total number of Shares as altered (the "**Maximum Limit**"). Treasury Shares and Subsidiary Holdings will be disregarded for purposes of computing the 10% limit.

For illustrative purposes only, on the basis of 516,709,269 Shares in issue (excluding Treasury Shares and Subsidiary Holdings) as at the Latest Practicable Date, and assuming that no further Shares are issued and no further Shares are purchased or acquired and held by the Company as Treasury Shares on or prior to the 2019 AGM, not more than 51,670,926 Shares (representing 10% of the total number of issued Shares (excluding Treasury Shares and Subsidiary Holdings) as at that date) may be purchased or acquired by the Company pursuant to the Share Buyback Mandate.

As at the Latest Practicable Date, there are 386,400 Treasury Shares and no Subsidiary Holdings.

- (a) Where Shares purchased or acquired are held as Treasury Shares

The number of Shares held as Treasury Shares cannot at any time exceed 10% of the total number of issued Shares. On the basis of the aforesaid limit and that the Company holds 386,400 Treasury Shares as at the Latest Practicable Date, the maximum number of Shares which can be purchased or acquired by the Company and be held as Treasury Shares is 51,284,526 Shares, representing 9.93% of the total number of Shares in issue (excluding Treasury Shares and Subsidiary Holdings) as at the Latest Practicable Date.

- (b) Where Shares purchased or acquired are cancelled

The maximum number of Shares which can be purchased or acquired by the Company and cancelled is 51,670,926 Shares, representing 10% of the total number of Shares in issue (excluding Treasury Shares and Subsidiary Holdings) as at the Latest Practicable Date.

While the Share Buyback Mandate would authorise a purchase or acquisition of Shares up to the 10% limit, Shareholders should note that purchases or acquisitions of Shares pursuant to the Share Buyback Mandate may not be carried out up to the full 10% limit as authorised, or at all. In particular, no purchase or acquisition of the Shares would be made in circumstances which would have or may have a material adverse effect on the float, liquidity, orderly trading of the Shares and/or financial position of the Group.

2.3.2 Duration of Authority

Purchases or acquisitions of Shares may be made, at any time and from time to time, on and from the date of the 2019 AGM at which the proposed renewal of the Share Buyback Mandate is approved, up to:

- (a) the date on which the next AGM of the Company is held or required by law to be held;
- (b) the date on which the purchases or acquisitions of Shares pursuant to the Share Buyback Mandate are carried out to the full extent mandated; or
- (c) the date on which the authority conferred by the Share Buyback Mandate is revoked or varied by the Shareholders in a general meeting,

whichever is the earliest ("**Relevant Period**").

The authority conferred on the Directors by the Share Buyback Mandate to purchase or acquire Shares may be renewed by the Shareholders in a general meeting of the Company, such as at the next AGM or at an extraordinary general meeting to be convened immediately after the conclusion or adjournment of the next AGM. When seeking the approval of the Shareholders for the renewal of the Share Buyback Mandate, the Company is required to disclose details pertaining to purchases or acquisitions of Shares pursuant to the Share Buyback Mandate made during the previous twelve (12) months (whether by way of Market Purchases (as defined below) or Off-Market Purchases (as defined below)), including the total number of Shares purchased or acquired, the purchase price per Share or the highest and lowest prices paid for such purchases or acquisitions of Shares, where relevant, and the total consideration paid for such purchases or acquisitions.

2.3.3 Manner of Purchase or Acquisition of Shares

Purchases or acquisitions of Shares can be effected by the Company by way of:

- (a) market purchases transacted on Catalist through the ready market, and which may be transacted through one or more duly licensed stockbrokers appointed by the Company for the purpose of the share buyback ("**Market Purchases**"); and/or
- (b) off-market purchases effected pursuant to an equal access scheme as defined in Section 76C of the Act ("**Off-Market Purchase**").

The Directors may impose such terms and conditions, which are consistent with the Share Buyback Mandate, the Catalyst Rules, the Act and the Constitution, as they consider fit in the interests of the Company and/or Shareholders in connection with or in relation to an equal access scheme(s).

Under the Act, an equal access scheme has to satisfy all the following conditions:

- (a) offers for the purchase or acquisition of issued Shares shall be made to every person who holds Shares to purchase or acquire the same percentage of their Shares;
- (b) all of the abovementioned persons shall be given a reasonable opportunity to accept the offers made to them; and
- (c) the terms of all the offers shall be the same, except that there shall be disregarded, where applicable:
 - (i) differences in consideration attributable to the fact that the offers relate to Shares with different accrued dividend entitlements;
 - (ii) differences in consideration attributable to the fact that the offers relate to Shares with different amounts remaining unpaid; and
 - (iii) differences in the offers introduced solely to ensure that each person is left with a whole number of Shares.

In addition, if the Company wishes to make an Off-Market Purchase, the Company must, as required by the Catalyst Rules, issue an offer document to all Shareholders containing at least the following information:

- (a) the terms and conditions of the offer;
- (b) the period and procedures for acceptances;
- (c) the reasons for the proposed purchase or acquisition of Shares;
- (d) the consequences, if any, of the purchases or acquisitions of Shares by the Company that will arise under the Take-over Code or other applicable take-over rules;
- (e) whether the purchases or acquisitions of Shares, if made, would have any effect on the listing of the Shares on Catalyst;
- (f) details of any purchases or acquisitions of Shares made by the Company in the previous twelve (12) months (whether by way of Market Purchases or Off-Market Purchases), giving the total number of Shares purchased or acquired, the purchase price per Share or the highest and lowest prices paid for the purchases or acquisitions, where relevant, and the total consideration paid for the purchases or acquisitions; and
- (g) whether the Shares purchased by the Company will be cancelled or kept as Treasury Shares.

2.3.4 **Maximum Purchase Price**

The purchase price (excluding brokerage, stamp duties, commission, applicable goods and services tax and other related expenses) to be paid for a Share will be determined by the Directors or a committee of Directors that may be constituted for the purposes of effecting purchases or acquisitions of Shares by the Company under the Share Buyback Mandate.

However, the purchase price to be paid for the Shares pursuant to the purchases or acquisitions of the Shares must not exceed:

- (a) in the case of a Market Purchase, 105% of the Average Closing Price (as defined below); and
- (b) in the case of an Off-Market Purchase pursuant to an equal access scheme, 120% of the Average Closing Price (as defined below),

(the “**Maximum Price**”) in either case, excluding related expenses of the purchase or acquisition.

For the above purposes of determining the Maximum Price:

“**Average Closing Price**” means the average of the closing market prices of the Shares over the last five (5) Market Days, on which transactions in the Shares were recorded, before the day on which the purchase or acquisition of Shares was made, or as the case may be, the day of the making of the offer pursuant to the Off-Market Purchase, and deemed to be adjusted for any corporate action that occurs after the relevant five (5) Market Days period; and

“**day of the making of the offer**” means the day on which the Company announces its intention to make an offer for an Off-Market Purchase, stating therein the purchase price (which shall not be more than the Maximum Price for an Off-Market Purchase calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase.

2.4 **Sources of Funds**

The Company may only apply funds legally available for the purchase or acquisition of its Shares as provided in the Constitution and in accordance with the applicable laws in Singapore. The Company may not purchase or acquire its Shares for a consideration other than in cash or, in the case of a Market Purchase, for settlement otherwise than in accordance with the trading rules of the SGX-ST.

Any payment made by the Company in consideration of the purchase or acquisition of its Shares may be made out of the Company’s distributable profits or capital so long as the Company is solvent (as defined in Section 76F(4) of the Act).

The Company intends to use internal sources of funds or borrowings or a combination of both to finance the Company’s purchase or acquisition of Shares pursuant to the Share Buyback Mandate. In purchasing or acquiring Shares pursuant to the Share Buyback Mandate, the Directors will principally consider the availability of internal resources. In addition, the Directors will also consider the availability of external financing. However, in considering the option of external financing, the Directors will consider particularly the prevailing gearing level of the Group and the costs of such financing.

The Directors will only make purchases or acquisitions pursuant to the Share Buyback Mandate in circumstances which they believe will not result in any material adverse effect to the financial position of the Company or the Group.

2.5 Status of Purchased or Acquired Shares

Under Section 76B of the Act, any Shares purchased or acquired by the Company through a Share buyback shall be deemed to be cancelled immediately on purchase or acquisition unless such Shares are held by the Company as Treasury Shares to the extent permitted under the Act. Upon such cancellation, all rights and privileges attached to that Share will expire. At the time of each purchase or acquisition of the Shares by the Company, the Directors will decide whether the Shares purchased will be cancelled or kept as Treasury Shares, or partly cancelled and partly kept as Treasury Shares, depending on the needs of the Company at that time and as the Directors deem fit in the interests of the Company at that time. The total number of issued Shares will be diminished by the number of Shares purchased or acquired by the Company and which are not held as Treasury Shares.

All Shares purchased or acquired by the Company (other than Treasury Shares held by the Company to the extent permitted under the Act) will be automatically de-listed by the SGX-ST, and (where applicable) all certificates in respect thereof will be cancelled and destroyed by the Company as soon as reasonably practicable following settlement of any such purchase or acquisition.

2.6 Treasury Shares

Under the Act, the Shares purchased or acquired by the Company may be held or dealt with as Treasury Shares.

Some of the provisions on Treasury Shares under the Act are summarised below:

- (a) The number of Shares held as Treasury Shares cannot at any time exceed 10% of the total number of issued Shares. Any Shares in excess of this limit shall be disposed of or cancelled in accordance with the applicable provisions of the Act or such further periods as ACRA may allow.
- (b) The Company cannot exercise any right in respect of Treasury Shares. In particular, the Company cannot exercise any right to attend or vote at meetings and for the purposes of the Act, the Company shall be treated as having no right to vote and the Treasury Shares shall be treated as having no voting rights.
- (c) In addition, no dividend may be paid, and no other distribution of the Company's assets may be made to the Company in respect of Treasury Shares. However, the allotment of Shares as fully paid bonus shares in respect of Treasury Shares is allowed. Also, a subdivision or consolidation of any Treasury Shares into Treasury Shares of a larger or smaller amount (as the case may be), is allowed so long as the total value of the Treasury Shares after the subdivision or consolidation is the same as before.
- (d) Where Shares are held as Treasury Shares, the Company may at any time:
 - (i) sell the Treasury Shares for cash;
 - (ii) transfer the Treasury Shares for the purposes of or pursuant to an employees' share scheme;

- (iii) transfer the Treasury Shares as consideration for the acquisition of shares in or assets of another company or assets of a person;
- (iv) cancel the Treasury Shares; or
- (v) sell, transfer or otherwise use the Treasury Shares for such other purposes as may be prescribed by the Minister of Finance of Singapore.

The Directors will also consider and decide whether to purchase or acquire Shares to satisfy the Company's obligation to furnish Shares to participants under the Share Option Scheme and/or the ISEC Healthcare Performance Share Plan.

The Shares purchased or acquired under the Share Buyback Mandate will be held as Treasury Shares or cancelled by the Company taking into consideration the then prevailing circumstances and requirements of the Company at the relevant time.

2.7 Reporting Requirements

The Company shall notify ACRA in the prescribed form within 30 days of a purchase or acquisition of Shares on Catalist or otherwise. Such notification shall include, *inter alia*, details of the purchases or acquisitions and the total number of Shares purchased or acquired by the Company, the Company's issued ordinary share capital before and after the purchase or acquisition of Shares, and the amount of consideration paid by the Company for the purchases or acquisitions.

Within 30 days of the passing of a Shareholders' resolution to approve or renew the Share Buyback Mandate, the Company shall lodge a copy of such resolution with ACRA.

Within 30 days of the cancellation or disposal of Treasury Shares in accordance with the provisions of the Act, the Directors shall lodge with ACRA the notice of cancellation or disposal of Treasury Shares in the prescribed form as required by ACRA.

Pursuant to the Catalist Rules, the Company shall announce all purchases or acquisitions of its Shares via SGXNET not later than 9.00 a.m.:

- (a) in the case of a Market Purchase, on the Market Day following the day on which the Market Purchase was made; and
- (b) in the case of an Off-Market Purchase, on the second Market Day after the close of acceptance of the offer for the Off-Market Purchase.

The notification of such purchases or acquisition of Shares to the SGX-ST shall be in such form and shall include such details that the SGX-ST may prescribe.

The Company, upon undertaking any sale, transfer, cancellation and/or use of Treasury Shares, will comply with Rule 704(31) of the Catalist Rules, which provides that an issuer has to make an immediate announcement thereof, stating the following:

- (a) the date of the sale, transfer, cancellation and/or use;
- (b) the purpose of such sale, transfer, cancellation and/or use;
- (c) the number of Treasury Shares sold, transferred, cancelled and/or used;

- (d) the number of Shares before and after such sale, transfer, cancellation and/or use;
- (e) the percentage of the number of Treasury Shares against the total number of Shares outstanding in a class that is listed before and after such sale, transfer, cancellation and/or use; and
- (f) the value of the Treasury Shares if they are used for a sale or transfer, or cancelled.

2.8 Financial Effects

It is not possible for the Company to realistically calculate or quantify the impact of purchases or acquisitions of Shares that may be made pursuant to the Share Buyback Mandate on the EPS and/or the NTA per Share of the Company and the Group as the resultant effect would depend on, *inter alia*, the aggregate number of Shares purchased or acquired, whether the purchase or acquisition is made out of capital or profits, the purchase prices paid for such Shares, the amount (if any) borrowed by the Company to fund such purchases or acquisitions and whether the Shares purchased or acquired are cancelled or held as Treasury Shares.

The repurchased Shares may be cancelled or held as Treasury Shares. Any Share buyback will:

- (a) reduce the amount of the Company's share capital where the Shares were purchased or acquired out of the capital of the Company;
- (b) reduce the amount of the Company's profits where the Shares were purchased or acquired out of the profits of the Company; or
- (c) reduce the amount of the Company's share capital and profits proportionately where the Shares were purchased or acquired out of both the capital and the profits of the Company,

by the total amount of the purchase price paid by the Company for the Shares cancelled.

Where the purchased Shares are held as Treasury Shares, the total number of issued Shares of the Company will remain unchanged.

Under the Act, purchases or acquisitions of Shares by the Company may be made out of the Company's capital or profits so long as the Company is solvent (as defined in Section 76F(4) of the Act). Where the consideration paid by the Company for the purchase or acquisition of Shares is made out of profits, such consideration (including brokerage, stamp duties, commission, applicable goods and services tax and other related expenses) will correspondingly reduce the amount available for the distribution of cash dividends by the Company. Where the consideration paid by the Company for the purchase or acquisition of Shares is made out of capital, the amount available for the distribution of cash dividends by the Company will not be reduced.

The Directors do not propose to exercise the Share Buyback Mandate to such an extent that it would have a material adverse effect on the working capital requirements and/or gearing of the Group. The purchase or acquisition of Shares will only be effected after considering relevant factors such as the working capital requirements, the availability of financial resources, the expansion and investment plans of the Group and the prevailing market conditions. The Share Buyback Mandate will be exercised with a view to enhancing the EPS and/or the NTA per Share of the Group.

For illustrative purposes only, based on the following:

- (a) 516,709,269 Shares in issue as at the Latest Practicable Date (excluding Treasury Shares and Subsidiary Holdings) and assuming no further Shares are issued and no further Shares are held by the Company as Treasury Shares and there are no Subsidiary Holdings on or prior to the 2019 AGM, not more than 51,284,526 Shares (if such Shares were to be held as Treasury Shares) or 51,670,926 Shares (if such Shares were to be cancelled) may be purchased or acquired by the Company pursuant to the Share Buyback Mandate;
- (b) in the case of Market Purchases by the Company and assuming that the Company purchases or acquires 51,284,526 Shares (if such Shares were to be held as Treasury Shares) or 51,670,926 Shares (if such Shares were to be cancelled) at the Maximum Price of S\$0.3140 (being the price equivalent to 105% of the Average Closing Price of the Shares for the five (5) consecutive Market Days on which the Shares were traded on Catalist immediately preceding the Latest Practicable Date), the maximum amount of funds required for the purchase or acquisition of 51,284,526 Shares or 51,670,926 Shares is approximately S\$16.10 million or S\$16.22 million respectively; and
- (c) in the case of Off-Market Purchases by the Company and assuming that the Company purchases or acquires 51,284,526 Shares (if such Shares were to be held as Treasury Shares) or 51,670,926 Shares (if such Shares were to be cancelled) at the Maximum Price of S\$0.3588 (being the price equivalent to 120% of the Average Closing Price of the Shares for the five (5) consecutive Market Days on which the Shares were traded on Catalist immediately preceding the Latest Practicable Date), the maximum amount of funds required for the purchase of 51,284,526 Shares or 51,670,926 Shares is approximately S\$18.40 million or S\$18.54 million respectively.

Based on the information set out in subparagraphs (a), (b) and (c) above and assuming that:

- (i) such purchase or acquisition of Shares is financed by the Group's internal sources of funds available as at 31 December 2018;
- (ii) share purchases which were made by the Company between 9 January 2019 and 24 January 2019 had been effected on 31 December 2018;
- (iii) cash of S\$11.0 million had been disbursed from the Company's wholly-owned subsidiaries to the Company prior to the purchase or acquisition of Shares by the Company;
- (iv) the Share Buyback Mandate had been effective on 1 January 2018 and the Company had effected the share purchases or acquisitions on 1 January 2018; and
- (v) the transaction costs incurred for the purchase or acquisition of Shares pursuant to the Share Buyback Mandate are assumed to be insignificant and have been ignored for the purpose of computing the financial effects,

the financial effects of the purchase or acquisition of:

- (1) approximately 9.93% of the issued Shares, excluding Treasury Shares and Subsidiary Holdings, comprising 51,284,526 Shares as at the Latest Practicable Date, by the Company in a Market Purchase or Off-Market Purchase pursuant to the Share Buyback Mandate by way of purchases made entirely out of profits and held as Treasury Shares ("**Scenario A**");
- (2) approximately 9.93% of the issued Shares, excluding Treasury Shares and Subsidiary Holdings, comprising 51,284,526 Shares as at the Latest Practicable Date, by the Company in a Market Purchase or Off-Market Purchase pursuant to the Share Buyback Mandate by way of purchases made entirely out of capital and held as Treasury Shares ("**Scenario B**");
- (3) 10% of the issued Shares, excluding Treasury Shares and Subsidiary Holdings, comprising 51,670,926 Shares as at the Latest Practicable Date, by the Company in a Market Purchase or Off-Market Purchase pursuant to the Share Buyback Mandate by way of purchases made entirely out of profits and cancelled ("**Scenario C**"); and
- (4) 10% of the issued Shares, excluding Treasury Shares and Subsidiary Holdings, comprising 51,670,926 Shares as at the Latest Practicable Date, by the Company in a Market Purchase or Off-Market Purchase pursuant to the Share Buyback Mandate by way of purchases made entirely out of capital and cancelled ("**Scenario D**"),

on the audited financial statements of the Group and the Company for the financial year ended 31 December 2018 ("**FY2018**") pursuant to the Share Buyback Mandate are set out on pages 17 to 20 of this Addendum.

Scenario A

	Group			Company		
	Before Share buyback	After Share buyback assuming Market Purchase	After Share buyback assuming Off-Market Purchase	Before Share buyback	After Share buyback assuming Market Purchase	After Share buyback assuming Off-Market Purchase
As at 31 December 2018	(S\$'000)	(S\$'000)	(S\$'000)	(S\$'000)	(S\$'000)	(S\$'000)
Share capital	59,673	59,673	59,673	59,673	59,673	59,673
Other reserves	(3,012)	(3,012)	(3,012)	–	–	–
Retained earnings	10,196	10,196	10,196	9,512	9,512	9,512
Treasury share reserve	(105)	(16,206)	(18,506)	(105)	(16,206)	(18,506)
Equity attributable to owners of the parent	66,752	50,651	48,351	69,080	52,979	50,679
NTA ⁽¹⁾	28,570	12,469	10,169	69,079	52,978	50,678
Cash and cash equivalents	27,000	10,899	8,599	18,838	2,737	437
Current assets	31,332	15,231	12,931	21,011	4,910	2,610
Current liabilities	5,184	5,184	5,184	351	351	351
Working capital	26,148	10,047	7,747	20,660	4,559	2,259
Total borrowings	–	–	–	–	–	–
Profit for the financial year attributable to owners of the parent	8,407	8,407	8,407	13,402	13,402	13,402
Number of issued Shares ('000)	517,096	517,096	517,096	517,096	517,096	517,096
Treasury shares ('000)	386	51,671	51,671	386	51,671	51,671
Number of issued Shares, net of treasury shares ('000)	516,709	465,425	465,425	516,709	465,425	465,425
Financial Ratios						
NTA per Share (Singapore cents) ⁽²⁾	5.53	2.68	2.18	13.37	11.38	10.89
EPS (Singapore cents) ⁽³⁾	1.63	1.81	1.81	2.59	2.88	2.88
Current ratio (times) ⁽⁴⁾	6.04	2.94	2.49	59.86	13.99	7.44
Gearing ratio (times) ⁽⁵⁾	–	–	–	–	–	–
Return on equity (%) ⁽⁶⁾	12.59	16.60	17.39	19.40	25.30	26.44

Notes:–

- (1) NTA refers to total net assets less intangible assets.
- (2) NTA per Share is calculated based on NTA and number of issued Shares, net of treasury shares.
- (3) EPS is calculated based on profit for the financial year attributable to owners of the parent and number of issued Shares, net of treasury shares.
- (4) Current ratio equals current assets divided by current liabilities.
- (5) Gearing ratio equals total borrowings divided by equity attributable to the owners of the parent.
- (6) Return on equity equals profit for the financial year attributable to owners of the parent divided by equity attributable to the owners of the parent.

Scenario B

	Group			Company		
	Before Share buyback	After Share buyback assuming Market Purchase	After Share buyback assuming Off-Market Purchase	Before Share buyback	After Share buyback assuming Market Purchase	After Share buyback assuming Off-Market Purchase
As at 31 December 2018	(S\$'000)	(S\$'000)	(S\$'000)	(S\$'000)	(S\$'000)	(S\$'000)
Share capital	59,673	59,673	59,673	59,673	59,673	59,673
Treasury share reserve	(105)	(16,206)	(18,506)	(105)	(16,206)	(18,506)
Net share capital	59,568	43,467	41,167	59,568	43,467	41,167
Other reserves	(3,012)	(3,012)	(3,012)	–	–	–
Retained earnings	10,196	10,196	10,196	9,512	9,512	9,512
Equity attributable to owners of the parent	66,752	50,651	48,351	69,080	52,979	50,679
NTA ⁽¹⁾	28,570	12,469	10,169	69,079	52,978	50,678
Cash and cash equivalents	27,000	10,899	8,599	18,838	2,737	437
Current assets	31,332	15,231	12,931	21,011	4,910	2,610
Current liabilities	5,184	5,184	5,184	351	351	351
Working capital	26,148	10,047	7,747	20,660	4,559	2,259
Total borrowings	–	–	–	–	–	–
Profit for the financial year attributable to owners of the parent	8,407	8,407	8,407	13,402	13,402	13,402
Number of issued Shares ('000)	517,096	517,096	517,096	517,096	517,096	517,096
Treasury shares ('000)	386	51,671	51,671	386	51,671	51,671
Number of issued Shares, net of treasury shares ('000)	516,709	465,425	465,425	516,709	465,425	465,425
Financial Ratios						
NTA per Share (Singapore cents) ⁽²⁾	5.53	2.68	2.18	13.37	11.38	10.89
EPS (Singapore cents) ⁽³⁾	1.63	1.81	1.81	2.59	2.88	2.88
Current ratio (times) ⁽⁴⁾	6.04	2.94	2.49	59.86	13.99	7.44
Gearing ratio (times) ⁽⁵⁾	–	–	–	–	–	–
Return on equity (%) ⁽⁶⁾	12.59	16.60	17.39	19.40	25.30	26.44

Notes:–

- (1) NTA refers to total net assets less intangible assets.
- (2) NTA per Share is calculated based on NTA and number of issued Shares, net of treasury shares.
- (3) EPS is calculated based on profit for the financial year attributable to owners of the parent and number of issued Shares, net of treasury shares.
- (4) Current ratio equals current assets divided by current liabilities.
- (5) Gearing ratio equals total borrowings divided by equity attributable to the owners of the parent.
- (6) Return on equity equals profit for the financial year attributable to owners of the parent divided by equity attributable to the owners of the parent.

Scenario C

	Group			Company		
	Before Share buyback	After Share buyback assuming Market Purchase	After Share buyback assuming Off-Market Purchase	Before Share buyback	After Share buyback assuming Market Purchase	After Share buyback assuming Off-Market Purchase
As at 31 December 2018	(S\$'000)	(S\$'000)	(S\$'000)	(S\$'000)	(S\$'000)	(S\$'000)
Share capital	59,673	59,673	59,673	59,673	59,673	59,673
Other reserves	(3,012)	(3,012)	(3,012)	–	–	–
Retained earnings	10,196	(6,026)	(8,344)	9,512	(6,710)	(9,028)
Treasury share reserve	(105)	(105)	(105)	(105)	(105)	(105)
Equity attributable to the owners of the parent	66,752	50,530	48,212	69,080	52,858	50,540
NTA ⁽¹⁾	28,570	12,348	10,030	69,079	52,857	50,539
Cash and cash equivalents	27,000	10,778	8,460	18,838	2,616	298
Current assets	31,332	15,110	12,792	21,011	4,789	2,471
Current liabilities	5,184	5,184	5,184	351	351	351
Working capital	26,148	9,926	7,608	20,660	4,438	2,120
Total borrowings	–	–	–	–	–	–
Profit for the financial year attributable to owners of the parent	8,407	8,407	8,407	13,402	13,402	13,402
Number of issued shares ('000)	517,096	465,425	465,425	517,096	465,425	465,425
Treasury shares ('000)	386	386	386	386	386	386
Number of issued Shares, net of treasury shares ('000)	516,709	465,038	465,038	516,709	465,038	465,038
Financial Ratios						
NTA per Share (Singapore cents) ⁽²⁾	5.53	2.66	2.16	13.37	11.37	10.87
EPS (Singapore cents) ⁽³⁾	1.63	1.81	1.81	2.59	2.88	2.88
Current ratio (times) ⁽⁴⁾	6.04	2.91	2.47	59.86	13.64	7.04
Gearing ratio (times) ⁽⁵⁾	–	–	–	–	–	–
Return on equity (%) ⁽⁶⁾	12.59	16.64	17.44	19.40	25.35	26.52

Notes:–

- (1) NTA refers to total net assets less intangible assets.
- (2) NTA per Share is calculated based on NTA and number of issued Shares, net of treasury shares.
- (3) EPS is calculated based on profit for the financial year attributable to owners of the parent and number of issued Shares, net of treasury shares.
- (4) Current ratio equals current assets divided by current liabilities.
- (5) Gearing ratio equals total borrowings divided by equity attributable to the owners of the parent.
- (6) Return on equity equals profit for the financial year attributable to owners of the parent divided by equity attributable to the owners of the parent.

Scenario D

	Group			Company		
	Before Share buyback	After Share buyback assuming Market Purchase	After Share buyback assuming Off-Market Purchase	Before Share buyback	After Share buyback assuming Market Purchase	After Share buyback assuming Off-Market Purchase
As at 31 December 2018	(S\$'000)	(S\$'000)	(S\$'000)	(S\$'000)	(S\$'000)	(S\$'000)
Share capital	59,673	43,451	41,133	59,673	43,451	41,133
Treasury share reserve	(105)	(105)	(105)	(105)	(105)	(105)
Net share capital	59,568	43,346	41,028	59,568	43,346	41,028
Other reserves	(3,012)	(3,012)	(3,012)	–	–	–
Retained earnings	10,196	10,196	10,196	9,512	9,512	9,512
Equity attributable to the owners of the parent	66,752	50,530	48,212	69,080	52,858	50,540
NTA ⁽¹⁾	28,570	12,348	10,030	69,079	52,857	50,539
Cash and cash equivalents	27,000	10,778	8,460	18,838	2,616	298
Current assets	31,332	15,110	12,792	21,011	4,789	2,471
Current liabilities	5,184	5,184	5,184	351	351	351
Working capital	26,148	9,926	7,608	20,660	4,438	2,120
Total borrowings	–	–	–	–	–	–
Profit for the financial year attributable to owners of the parent	8,407	8,407	8,407	13,402	13,402	13,402
Number of issued shares ('000)	517,096	465,425	465,425	517,096	465,425	465,425
Treasury shares ('000)	386	386	386	386	386	386
Number of issued Shares, net of treasury shares ('000)	516,709	465,038	465,038	516,709	465,038	465,038
Financial Ratios						
NTA per Share (Singapore cents) ⁽²⁾	5.53	2.66	2.16	13.37	11.37	10.87
EPS (Singapore cents) ⁽³⁾	1.63	1.81	1.81	2.59	2.88	2.88
Current ratio (times) ⁽⁴⁾	6.04	2.91	2.47	59.86	13.64	7.04
Gearing ratio (times) ⁽⁵⁾	–	–	–	–	–	–
Return on equity (%) ⁽⁶⁾	12.59	16.64	17.44	19.40	25.35	26.52

Notes:–

- (1) NTA refers to total net assets less intangible assets.
- (2) NTA per Share is calculated based on NTA and number of issued Shares, net of treasury shares.
- (3) EPS is calculated based on profit for the financial year attributable to owners of the parent and number of issued Shares, net of treasury shares.
- (4) Current ratio equals current assets divided by current liabilities.
- (5) Gearing ratio equals total borrowings divided by equity attributable to the owners of the parent.
- (6) Return on equity equals profit for the financial year attributable to owners of the parent divided by equity attributable to the owners of the parent.

Shareholders should note that the financial effects illustrated above are based on certain assumptions and for illustrative purposes only. In particular, it is important to note that the above analysis is based on the audited accounts of the Company and the Group for FY2018, and is not necessarily representative of the future financial performance of the Company or the Group.

The Company will take into account both financial and non-financial factors (for example, stock market conditions and the performance of the Shares) in assessing the relative impact of a Share purchase or acquisition before execution. Although the Share Buyback Mandate would authorise the Company to purchase or acquire up to 10% of the total number of issued Shares (excluding Treasury Shares and Subsidiary Holdings), the Company may not necessarily purchase or be able to purchase the entire 10% of the total number of its issued Shares. In addition, the Company may cancel, or hold in treasury, all or part of the Shares repurchased.

Shareholders who are in doubt as to their tax positions or any tax implications arising from the Share Buyback Mandate in their respective jurisdictions should consult their own professional advisers.

2.9 Take-over Implications arising from Share Buyback

Appendix 2 of the Take-over Code contains the Share Buy-Back Guidance Note applicable as at the Latest Practicable Date. The take-over implications arising from any purchase or acquisition by the Company of its Shares are set out below.

2.9.1 Obligations to make a Take-over Offer

If, as a result of any purchase or acquisition by the Company of the Shares, the proportionate interest in the voting capital of the Company of a Shareholder and persons acting in concert with him increases, such increase will be treated as an acquisition for the purposes of Rule 14 of the Take-over Code. Consequently, a Shareholder or a group of Shareholders acting in concert with a Director could obtain or consolidate effective control of the Company and become obliged to make an offer under Rule 14 of the Take-over Code.

Shareholders are advised to consult their professional advisers and/or the SIC and/or other relevant authorities at the earliest opportunity as to whether an obligation on their part, if any, to make a mandatory take-over offer under the Take-over Code would arise by reason of any Share buyback by the Company.

2.9.2 Persons Acting in Concert

Under the Take-over Code, persons acting in concert (“**concert parties**”) comprise individuals or companies who, pursuant to an agreement or understanding (whether formal or informal), cooperate, through the acquisition by any of them of shares in a company, to obtain or consolidate effective control of the company.

Unless the contrary is established, the Take-over Code presumes, *inter alia*, the following individuals and companies to be persons acting in concert:

- (a) a company with its parent company, its subsidiaries, its fellow subsidiaries, any associated companies of the foregoing companies, any company whose associated companies include any of the foregoing companies, and any person who has provided financial assistance (other than a bank in the ordinary course of business) to any of the foregoing for the purchase of voting rights;

- (b) a company with any of its directors, together with their close relatives, related trusts and any companies controlled by any of the directors, their close relatives and related trusts;
- (c) a company with any of its pension funds and employee share schemes;
- (d) a person with any investment company, unit trust or other fund whose investment such person manages on a discretionary basis, but only in respect of the investment account which such person manages;
- (e) a financial or other professional adviser, including a stockbroker, with its client in respect of the shareholdings of the adviser and the persons controlling, controlled by or under the same control as the adviser and all the funds which the adviser manages on a discretionary basis, where the shareholdings of the adviser and any of those funds in the client total 10% or more of the client's equity share capital;
- (f) directors of a company, together with their close relatives, related trusts and companies controlled by any of them, which is subject to an offer or where they have reason to believe a bona fide offer for their company may be imminent;
- (g) partners; and
- (h) an individual, his close relatives, his related trusts, any person who is accustomed to act according to his instructions, companies controlled by any of the foregoing persons, and any person who has provided financial assistance (other than a bank in the ordinary course of business) to any of the foregoing persons and/or entities for the purchase of voting rights.

For this purpose, ownership or control of at least 20% but not more than 50% of the voting rights of a company will be regarded as the test of associated company status.

The circumstances under which Shareholders, including Directors and persons acting in concert with them respectively, will incur an obligation to make a take-over offer under Rule 14 of the Take-over Code after a purchase or acquisition of Shares by the Company are set out in Appendix 2 of the Take-over Code.

2.9.3 Effect of Rule 14 and Appendix 2 of the Take-over Code

In general terms, the effect of Rule 14 and Appendix 2 of the Take-over Code is that, unless exempted, Directors and their concert parties will incur an obligation to make a take-over offer under Rule 14 if, as a result of the Company purchasing or acquiring Shares, the voting rights of such Directors and their concert parties would increase to 30% or more, or in the event that such Directors and their concert parties hold between 30% and 50% of the Company's voting rights, if the voting rights of such Directors and their concert parties would increase by more than one per cent. (1%) in any period of six (6) months. In calculating the percentages of voting rights of such Directors and their concert parties, Treasury Shares shall be excluded.

Under Appendix 2 of the Take-over Code, a Shareholder not acting in concert with the Directors will not be required to make a take-over offer under Rule 14 if, as a result of the Company purchasing or acquiring its Shares, the voting rights of such Shareholder would increase to 30% or more, or, if such Shareholder holds between 30% and 50% of the Company's voting rights, the voting rights of such Shareholder would increase by more than one per cent. (1%) in any period of six (6) months. Such Shareholder need not abstain from voting in respect of the resolution authorising the Share Buyback Mandate.

2.9.4 Application of the Take-over Code

The details of the shareholdings of the Directors and Substantial Shareholders of the Company as at the Latest Practicable Date are set out in Section 5 of this Addendum.

As at the Latest Practicable Date, Dr Lee Hung Ming, the Executive Vice Chairman of the Company, holds, directly and indirectly, 187,892,258 Shares in the Company, representing 36.36% of the total number of issued Shares (excluding Treasury Shares and Subsidiary Holdings) of the Company. Dr Lee Yeng Fen, a Substantial Shareholder of the Company and the spouse of Dr Lee Hung Ming, is presumed to be acting in concert with Dr Lee Hung Ming pursuant to Appendix 2 of the Take-over Code. As at the Latest Practicable Date, Dr Lee Yeng Fen holds, directly and indirectly, 55,892,258 Shares in the Company, representing 10.82% of the total number of issued Shares (excluding Treasury Shares and Subsidiary Holdings) of the Company.

In the event that the Share Buyback Mandate is exercised to its maximum 10%, the aggregate shareholding interests of Dr Lee Hung Ming and his concert parties (including Dr Lee Yeng Fen) (collectively, the “**Relevant Parties**”) in the Company could increase by more than 1% in any period of six (6) months (as illustrated in Section 5 of this Addendum). Accordingly, the Relevant Parties will be required to make a general offer under Rule 14 of the Take-over Code.

Conditions for Exemption from having to make a General Offer under Rule 14 of the Take-over Code

Pursuant to Section 3(a) of Appendix 2 of the Take-over Code, Dr Lee Hung Ming and parties acting in concert with him (including Dr Lee Yeng Fen) will be exempted from the requirement to make a general offer under Rule 14 of the Take-over Code if their respective shareholding in the Company increases by more than 1% in any six (6) months as a result of any share buyback carried out pursuant to the Share Buyback Mandate, subject to the following conditions:

- (a) the Addendum to Shareholders seeking their approval for the Share Buyback Mandate will contain:
 - (i) advice to the effect that by voting in favour of the resolution to approve the Share Buyback Mandate, Shareholders are waiving their rights to a general offer at the required price from the Relevant Parties;
 - (ii) the names and voting rights of the Relevant Parties as at the date of the resolution and after the Company exercises the power under the Share Buyback Mandate in full and purchases 10% of the issued Shares;
 - (iii) the resolution to authorise the Share Buyback Mandate is approved by a majority of Shareholders who are present and voting at the 2019 AGM on a poll who could not become obliged to make an offer as a result of the share buyback by the Company pursuant to the Share Buyback Mandate;
 - (iv) the Relevant Parties will abstain from voting for and/or recommending Shareholders to vote in favour of the resolution to approve the Share Buyback Mandate;

- (v) Within seven (7) days after the passing of the resolution to approve the Share Buyback Mandate, Dr Lee Hung Ming submits to the SIC a duly signed form as prescribed by the SIC;
- (vi) the Relevant Parties have not acquired and will not acquire any Shares between the date on which they know that the announcement of the Share Buyback Mandate is imminent and the earlier of:
 - (a) the date on which the authority of the Share Buyback Mandate expires; and
 - (b) the date on which the Company announces that it has brought back such number of Shares as authorised by the Share Buyback Mandate or it has decided to cease buying back its Shares, as the case may be,

if any such acquisitions, taken together with the share buyback, would cause their aggregate voting rights to increase by more than 1% in the preceding six (6) months.

As such, if the aggregate voting rights held by the Relevant Parties increase by more than 1% solely as a result of the Company's buyback of Shares under the Share Buyback Mandate, and none of them has acquired any Shares during the relevant six (6) month period, then the Relevant Parties would be eligible for SIC's exemption from the requirement to make a general offer under Rule 14 of the Take-over Code, or where such exemption had been granted, would continue to enjoy the exemption.

If the Company ceases to buyback Shares pursuant to the Share Buyback Mandate and the increase in the aggregate voting rights held by the Relevant Parties as a result of the relevant buyback of Shares at such time is less than one (1)% in any six (6) month period, the Relevant Parties may acquire further voting rights in the Company. However, any increase in their percentage voting rights as a result of the buyback of Shares pursuant to the Share Buyback Mandate will be taken into account together with any voting rights acquired by the Relevant Parties by whatever means in determining whether they have increased their aggregate voting rights by more than one (1)% in any six (6) month period.

2.9.5 Form 2 Submission to the SIC

Form 2 (Submission by directors and their concert parties pursuant to Appendix 2) is the prescribed form to be submitted to the SIC by a director and persons acting in concert with him pursuant to the conditions for exemption from the requirement to make a take-over offer under Rule 14 of the Take-over Code as a result of the buyback of shares by a listed company under its share buyback mandate.

As at the Latest Practicable Date, Dr Lee Hung Ming has informed the Company that he will be submitting the Form 2 to the SIC within seven (7) days after the passing of the resolution relating to the proposed renewal of the Share Buyback Mandate.

2.9.6 Advice to Shareholders

Shareholders should note that by voting for the Share Buyback Mandate, they are waiving their rights to a take-over offer at the required price from the Relevant Parties in the circumstances set out above. Such a take-over offer, if required to be made and had not been exempted by the SIC, would have to be made in cash or be accompanied by a cash alternative at the required price.

Save as disclosed, the Directors are not aware of any facts or factors which suggest or imply that any particular person(s) and/or Shareholder(s) are, or may be regarded as, parties acting in concert such that their respective interests in voting shares in the capital of the Company should or ought to be consolidated, and consequences under the Take-over Code would ensue as a result of a purchase of shares by the Company pursuant to the Share Buyback Mandate.

Appendix 2 of the Take-over Code requires that the resolution to authorise the Share Buyback Mandate to be approved by a majority of those Shareholders present and voting at the meeting on a poll who could not become obliged to make an offer under the Take-over Code as a result of the share buyback. Accordingly, the said resolution shall be taken on a poll and the Relevant Parties shall abstain from voting on such resolution.

2.10 Listing Status of Shares on the SGX-ST

As at the Latest Practicable Date, approximately 38.76% of the issued share capital of the Company (excluding Treasury Shares and Subsidiary Holdings) are held in the hands of the public. Assuming that the Company repurchased the maximum of 10% of its issued share capital as at the Latest Practicable Date from members of the public by way of a Market Purchase, the percentage of Shares held by the public would be approximately 31.95%.

Accordingly, the Company is of the view that there is a sufficient number of issued Shares held in the hands of the public which would permit the Company to undertake purchases or acquisitions of its issued Shares up to the full 10% limit pursuant to the Share Buyback Mandate without affecting the listing status of the Shares on the SGX-ST, and that the number of Shares remaining in the hands of the public will not fall to such a level as to cause market illiquidity or to adversely affect the orderly trading of Shares.

The Directors will use their best efforts to ensure that the Company does not effect buyback of Shares if the buyback of Shares would result in the number of Shares remaining in the hands of the public falling to such a level as to cause market illiquidity or adversely affect the listing status of the Company or adversely affect the orderly trading of the Shares.

While the Catalist Rules does not expressly prohibit any purchase of Shares by a listed company during any particular time, because the listed company would be regarded as an "insider" in relation to any proposed purchase or acquisition of its issued Shares, the Company will not undertake any purchase or acquisition of Shares pursuant to the Share Buyback Mandate at any time after any matter or development of a price-sensitive nature has occurred or has been the subject of consideration and/or a decision of the Board until such price-sensitive information has been publicly announced. Further, in conformity with the best practices on dealing with securities under the Catalist Rules, the Company will not purchase or acquire any Shares through Market Purchases during the period commencing two (2) weeks before the announcement of the Company's financial statements for each of the first three (3) quarters of its financial year, or one (1) month immediately preceding the announcement of the Company's full year financial statements.

2.11 Share Buybacks in the Previous 12 Months

The following are details of the purchases or acquisitions of Shares made by the Company in the twelve (12) months immediately preceding the Latest Practicable Date, pursuant to the renewal of the Share Buyback Mandate approved by the Shareholders at the general meeting held on 25 April 2018.

Date of purchase or acquisition	Total number of Shares purchased or acquired	Price paid per Share (S\$)	Highest price paid per Share (S\$)	Lowest price paid per Share (S\$)	Total consideration paid (including commission, brokerage and goods and service tax) (S\$)
9 January 2019	34,000	0.260	N/A	N/A	8,857.98
11 January 2019	4,000	0.255	N/A	N/A	1,022.08
17 January 2019	88,000	0.270	N/A	N/A	23,808.31
21 January 2019	30,000	0.275	N/A	N/A	8,266.77
22 January 2019	100,000	0.275	N/A	N/A	27,555.92
23 January 2019	50,000	0.275	N/A	N/A	13,777.96
24 January 2019	80,400	N/A	0.275	0.270	22,002.70
Total	386,400	–	N/A	N/A	105,291.72

N/A – Not applicable

All Shares purchased or acquired by the Company during the above-stated period were made via Market Purchases and were held as Treasury Shares.

2.12 Tax Implications

Shareholders who are in doubt as to their respective tax positions or any tax implications arising from the purchase or acquisition of Shares by the Company, or who may be subject to tax in a jurisdiction other than Singapore, should consult their own professional advisors.

2.13 Interested Persons

The Company is prohibited from knowingly buying Shares on the SGX-ST from an interested person, that is, a Director, the chief executive officer of the Company or Controlling Shareholder of the Company or any of their Associates, and an interested person is prohibited from knowingly selling his Shares to the Company.

3. THE PROPOSED PARTICIPATION OF DR LEE HUNG MING, THE EXECUTIVE VICE CHAIRMAN AND A CONTROLLING SHAREHOLDER OF THE COMPANY, AND HIS ASSOCIATE, DR LEE YENG FEN, IN THE SHARE OPTION SCHEME

3.1 Introduction

The Share Option Scheme was adopted Shareholders on 26 September 2014.

One of the main objectives of the Share Option Scheme is to motivate participants to optimise their performance standards and efficiency and to maintain a high level of contribution to our Group. The objectives of the Share Option Scheme apply equally to our Employees who are Controlling Shareholders or their respective Associates. Our view is that all deserving and eligible participants should be motivated, regardless of whether they are Controlling Shareholders or their respective Associates. It is our interest to incentivise outstanding Employees, including those who are Controlling Shareholders or their respective Associates, who have contributed to the growth of our Group to continue to remain with us.

In this regard, Controlling Shareholders or their respective Associates are eligible to participate in the Share Option Scheme if (a) his/her participation in the Share Option Scheme and (b) the actual number and terms of the Options to be granted to him/her have been approved by independent Shareholders of the Company in separate resolutions for each such person.

The Board has identified Dr Lee Hung Ming (the Executive Vice Chairman of the Company) who is a Controlling Shareholder, and Dr Lee Yeng Fen, who is the spouse of Dr Lee Hung Ming and accordingly, an associate of Dr Lee Hung Ming, as proposed participants of the Share Option Scheme. Detailed reasons for (i) their proposed participation are set out in sections 3.2 and 3.3 below; and (ii) the Proposed Grant of Options to each of them are set out in sections 4.1 and 4.2 of this Addendum.

3.2 Rationale for the Proposed Participation of Dr Lee Hung Ming, the Executive Vice Chairman and a Controlling Shareholder of the Company, in the Share Option Scheme

Dr Lee Hung Ming serves as the Executive Vice Chairman of the Company and is one of the Company's co-founders. Dr Lee Hung Ming is a senior consultant ophthalmologist of the Group, currently spearheading Lee Hung Ming Eye Centre at Gleneagles Hospital. He is a renowned LASIK and cataract specialist with over 29 years of clinical experience and is considered a key opinion leader in his fields of subspecialty, namely cornea, refractive surgery, cataract and implant surgery. In his capacity as Executive Vice Chairman of the Company, Dr Lee Hung Ming oversees the Group's Singapore operations and is responsible for driving the overseas expansion of the Group's business.

The Directors are of the view that Dr Lee Hung Ming's contributions to the Group as the Executive Vice Chairman of the Company have been instrumental to the growth of the Group's business, particularly in broadening the Group's earnings base through spearheading Lee Hung Ming Eye Centre at Gleneagles Hospital.

Dr Lee Hung Ming, as a pioneer member of the Group, plays an integral role in driving the strategic direction of the Group. Being eligible to participate in and to be granted Options under the Share Option Scheme will spur Dr Lee Hung Ming to continue to further contribute to the future growth, profitability and development of the Group over a longer horizon.

Further, the Directors are of the view that the remuneration package of Dr Lee Hung Ming is fair given his contributions to the Company. The extension of the Share Option Scheme to Dr Lee Hung Ming is consistent with the Company's objectives to motivate its Employees to achieve and maintain a high level of performance and contribution, which is vital to the success of the Company. Although Dr Lee Hung Ming already has a controlling shareholding interest in the Company, the extension of the Share Option Scheme to him will ensure that he is equally entitled, with the other Employees who are not Controlling Shareholders, to take part in and benefit from this system of remuneration, thereby enhancing his long-term commitment to the Company.

In light of the reasons above, the Directors believe that Dr Lee Hung Ming deserves, and should be allowed to participate in the Share Option Scheme. Accordingly, independent Shareholders' approval for the proposed participation of Dr Lee Hung Ming in the Share Option Scheme is being sought at the 2019 AGM via Ordinary Resolution 12.

3.3 Rationale for the Proposed Participation of Dr Lee Yeng Fen, an Associate of Dr Lee Hung Ming, the Executive Vice Chairman and a Controlling Shareholder of the Company, in the Share Option Scheme

Dr Lee Yeng Fen, spouse of Dr Lee Hung Ming, is the Medical Director of the JLM Companies and joined the Group following the completion of the Company's acquisition of the JLM Companies in December 2016. Dr Lee Yeng Fen is the resident doctor at Temasek Medical Centre in Bukit Batok (under the Company's wholly-owned subsidiary, JL Medical (Bukit Batok) Pte. Ltd. ("JLMBB")) which provides general medical services and aesthetic treatment services.

Dr Lee Yeng Fen graduated with a medical degree (M.B.B.S.) in 1989 from the National University of Singapore. She set up her first clinic, Temasek Medical Centre in Bukit Batok, in 1993 and subsequently set up various branches in Choa Chu Kang (Yew Tee), Woodlands and Sembawang. Dr Lee Yeng Fen's clinical interests also include medical aesthetics and she obtained a Diploma in Aesthetic Medicine (USA) in 2006. She is a certified laser physician and is trained in giving Botox and dermal filler injections.

The Company is of the view that Dr Lee Yeng Fen, being the founder of the JLM Companies, will continue to play an integral role in driving the Group's general medical services business. As the Medical Director of the JLM Companies, Dr Lee Yeng Fen had expanded the offering at Temasek Medical Centre in Sembawang to include aesthetic treatment services and will continue to lead the expansion of these services within the Group. In August 2018, the Group had invested in I Medical & Aesthetics Pte. Ltd. through JLMBB which offers the possibility of synergistic partnerships and cross-selling with the Group's existing business of specialist medical eye care services.

The Directors are of the view that the remuneration package of Dr Lee Yeng Fen is fair given her contributions to the Company. The extension of the Share Option Scheme to Dr Lee Yeng Fen is consistent with the Company's objective to motivate its Employees to contribute to the Group's performance. Although Dr Lee Yeng Fen already has a substantial shareholding interest in the Company, the extension of the Share Option Scheme to Dr Lee Yeng Fen will ensure that she is equally entitled, with the other Employees, to take part in and benefit from this system of remuneration, thereby enhancing her long-term commitment to the Company.

In light of the reasons above, the Directors believe that Dr Lee Yeng Fen deserves and should be allowed to participate in the Share Option Scheme. Accordingly, independent Shareholders' approval for the proposed participation of Dr Lee Yeng Fen in the Share Option Scheme is being sought at the 2019 AGM via Ordinary Resolution 13.

4. THE PROPOSED GRANT OF OPTIONS TO DR LEE HUNG MING, THE EXECUTIVE VICE CHAIRMAN AND A CONTROLLING SHAREHOLDER OF THE COMPANY, AND HIS ASSOCIATE, DR LEE YENG FEN, UNDER THE SHARE OPTION SCHEME

4.1 Proposed Grant of Options to Dr Lee Hung Ming, the Executive Vice Chairman and a Controlling Shareholder of the Company, under the Share Option Scheme

Pursuant to Rule 852 of the Catalist Rules, the Proposed Grant of Options under the Share Option Scheme to Dr Lee Hung Ming who is a Controlling Shareholder, will have to be approved by independent Shareholders of the Company in general meeting.

For reasons set out in Section 3.2 of this Addendum, subject to and contingent upon the passing of Ordinary Resolution 12 in relation to the proposed participation of Dr Lee Hung Ming in the Share Option Scheme at the 2019 AGM, it is proposed that approval from independent Shareholders be sought by way of Ordinary Resolution 14, for authority to be given to the Committee to grant Options to Dr Lee Hung Ming on the following terms:

- | | |
|---|---|
| (a) Proposed date of grant of Options | Any time within six (6) weeks from the date of the 2019 AGM (i.e., no later than 5 June 2019) |
| (b) Number of Options proposed to be granted and number of Shares comprised in such Options | 158,080 Options comprising 158,080 Shares (representing 0.031% of the issued Shares (excluding Treasury Shares) as at Latest Practicable Date and 0.204% of the total number of Shares available under the Share Option Scheme) |
| (c) Exercise price of Options | Market Price |
| (d) Exercise period of Options | Exercisable at any time after the first anniversary and up to the second anniversary of the date of grant |
| (e) Validity period of Options | Two (2) years from date of grant |

Relevant announcements will be made by the Company on the SGXNET upon the grant of such Options to Dr Lee Hung Ming in accordance with Ordinary Resolution 14.

4.2 Proposed Grant of Options to Dr Lee Yeng Fen, an Associate of Dr Lee Hung Ming, the Executive Vice Chairman and a Controlling Shareholder of the Company, under the Share Option Scheme

Pursuant to Rule 852 of the Catalist Rules, the Proposed Grant of Options under the Share Option Scheme to Dr Lee Yeng Fen who is an Associate of a Controlling Shareholder, will have to be approved by independent Shareholders of the Company in general meeting.

For reasons set out in Section 3.3 of this Addendum, subject to and contingent upon the passing of Ordinary Resolution 13 in relation to the proposed participation of Dr Lee Yeng Fen in the Share Option Scheme at the 2019 AGM, it is proposed that approval from independent Shareholders be sought by way of Ordinary Resolution 15, for authority to be given to the Committee to grant Options to Dr Lee Yeng Fen on the following terms:

- | | | |
|-----|---|---|
| (a) | Proposed date of grant of Options | Any time within six (6) weeks from the date of the 2019 AGM (i.e., no later than 5 June 2019) |
| (b) | Number of Options proposed to be granted and number of Shares comprised in such Options | 23,100 Options comprising 23,100 Shares (representing 0.004% of the issued Shares (excluding Treasury Shares) as at the Latest Practicable Date and 0.030% of the total number of Shares available under the Share Option Scheme) |
| (c) | Exercise price of Options | Market Price |
| (d) | Exercise period of Options | Exercisable at any time after the first anniversary and up to the second anniversary of the date of grant |
| (e) | Validity period of Options. | Two (2) years from date of grant |

Relevant announcements will be made by the Company on the SGXNET upon the grant of such Options to Dr Lee Yeng Fen in accordance with Ordinary Resolution 15.

4.3 Proposed Grant of Options within the Relevant Limits of the Share Option Scheme

Based on the foregoing, the aggregate maximum number of Shares comprised in the Options proposed to be granted to Dr Lee Hung Ming and Dr Lee Yeng Fen is 181,180, representing 0.234% of the total number of Shares available under the Share Option Scheme. Accordingly, the Options proposed to be granted to Dr Lee Hung Ming and Dr Lee Yeng Fen do not exceed 25% of the total number of Shares available to Controlling Shareholders and their Associates under the Share Option Scheme.

In addition, the number of Shares comprised in the Options proposed to be granted to Dr Lee Hung Ming and Dr Lee Yeng Fen (being 158,080 and 23,100 respectively) represents 0.204% and 0.030% of the total number of Shares available under the Share Option Scheme respectively. Accordingly, the Options proposed to be granted to Dr Lee Hung Ming and Dr Lee Yeng Fen do not exceed 10% of the total number of Shares available to each Controlling Shareholder or his/her Associate under the Share Option Scheme.

4.4 Shareholding Interests of Dr Lee Hung Ming and Dr Lee Yeng Fen after the Proposed Grant of Options

The shareholding interest of Dr Lee Hung Ming and Dr Lee Yeng Fen as at the Latest Practicable Date and after the Proposed Grant of Options (assuming such Options are fully exercised) is illustrated in Section 5 of this Addendum.

5. INTEREST OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

Based on the Register of Directors' shareholdings and the Register of Substantial Shareholders' shareholdings maintained by the Company, the shareholdings interests of the Directors and Substantial Shareholders before and after the Proposed Resolutions are set out below:

Name	Number of Shares Held (as at the Latest Practicable Date)			Total Shareholding Interest in the Company (%)			
	Direct Interest	Deemed Interest	Total Interest	As at the Latest Practicable Date ⁽¹⁾	After Share Buyback ⁽²⁾	After Proposed Grant of Options ⁽³⁾	After Share Buyback and Proposed Grant of Options ⁽⁴⁾
Directors							
Dr Lee Hung Ming	83,609,200	104,283,058 ⁽⁵⁾	187,892,258	36.36	40.40	36.39	40.43
Dr Wong Jun Shyan	28,024,605	15,000,000 ⁽⁶⁾	43,024,605	8.33	9.25	8.32	9.25
Mr Sitoh Yih Pin	400,000	–	400,000	0.08	0.09	0.08	0.09
Professor Low Teck Seng	–	400,000 ⁽⁷⁾	400,000	0.08	0.09	0.08	0.09
Mr Lim Wee Hann	–	–	–	–	–	–	–
Substantial Shareholders (other than Directors)							
Dr Lee Yeng Fen	25,892,258	30,000,000 ⁽⁸⁾	55,892,258	10.82	12.02	10.82	12.02
Mr Oh Chin Beng	–	26,615,680 ⁽⁹⁾	26,615,680	5.15	5.72	5.15	5.72
Relevant Parties⁽¹⁰⁾							
	109,501,458	78,390,800	187,892,258	36.36	40.40	36.39	40.43

Notes:

- (1) Based on Company's issued and paid-up share capital of 516,709,269 Shares (excluding Treasury Shares) as at the Latest Practicable Date.
- (2) Based on Company's issued and paid-up share capital of 465,038,343 Shares (excluding Treasury Shares), assuming the share buybacks are carried out to the full extent mandated under the Share Buyback Mandate.
- (3) Based on Company's issued and paid-up share capital of 516,890,449 Shares (excluding Treasury Shares), assuming the Options proposed to be granted to Dr Lee Hung Ming and Dr Lee Yeng Fen are fully exercised.
- (4) Based on Company's issued and paid-up share capital of 465,219,523 Shares (excluding Treasury Shares), assuming (i) the share buybacks are carried out to the full extent mandated under the Share Buyback Mandate; and (ii) the Options proposed to be granted to Dr Lee Hung Ming and Dr Lee Yeng Fen are fully exercised.
- (5) Dr Lee Hung Ming is deemed to have an interest in the 18,390,800 Shares and 30,000,000 Shares held through his nominees, DBS Nominees (Private) Limited and Raffles Nominees (Pte) Ltd, respectively, and the 55,892,258 Shares held by Dr Lee Yeng Fen, his spouse.
- (6) Dr Wong Jun Shyan is deemed to have an interest in the 15,000,000 Shares held through his nominee, CIMSEC Nominees (Tempatan) Sdn Bhd.
- (7) Professor Low Teck Seng is deemed to have an interest in the 400,000 Shares held through his nominee, DBS Nominees (Private) Limited.

- (8) Dr Lee Yeng Fen is deemed interested in 30,000,000 Shares held through her nominee, Raffles Nominees (Pte) Ltd.
- (9) Mr Oh Chin Beng is deemed interested in 26,615,680 Shares held by Tandilion International Ltd, a company in which Mr Oh Chin Beng exercises ultimate control of. The 26,615,680 Shares held by Tandilion International Ltd are in turn held through Citibank Nominees Singapore Pte Ltd.
- (10) The Relevant Parties comprise Dr Lee Hung Ming, the Executive Vice Chairman and Controlling Shareholder of the Company, and his spouse, Dr Lee Yeng Fen, a Substantial Shareholder of the Company.

6. DIRECTORS' RECOMMENDATION

6.1 In respect of Ordinary Resolution 11 on the Proposed Renewal of the Share Buyback Mandate

The Directors (save for Dr Lee Hung Ming) having considered, *inter alia*, the rationale for the proposed renewal of the Share Buyback Mandate, are of the opinion that the proposed renewal of the Share Buyback Mandate is in the best interests of the Company and its Shareholders.

Accordingly, the Directors (save for Dr Lee Hung Ming) recommend that the Shareholders vote in favour of Ordinary Resolution 11 in relation to the proposed renewal of the Share Buyback Mandate at the 2019 AGM.

In accordance with the exemption referred to in Section 2.9.4 of this Addendum, Dr Lee Hung Ming has abstained from making any recommendation to Shareholders on the ordinary resolution relating to the proposed renewal of the Share Buyback Mandate.

6.2 In respect of:

- (i) Ordinary Resolutions 12 and 13 on the proposed participation of Dr Lee Hung Ming and Dr Lee Yeng Fen in the Share Option Scheme respectively; and**
- (ii) Ordinary Resolutions 14 and 15 on the Proposed Grant of Options to Dr Lee Hung Ming and Dr Lee Yeng Fen under the Share Option Scheme respectively.**

The Directors (save for Dr Lee Hung Ming) having considered, *inter alia*, the rationale for the proposed participation of Dr Lee Hung Ming and Dr Lee Yeng Fen in the Share Option Share, and the Proposed Grant of Options to each of them under the Share Option Scheme, are of the opinion that the aforesaid proposals are in the best interests of the Company and its Shareholders.

Accordingly, the Directors (save for Dr Lee Hung Ming) recommend that the Shareholders vote in favour of Ordinary Resolutions 12, 13, 14 and 15 in relation to the aforesaid proposals at the 2019 AGM.

7. ABSTENTION FROM VOTING

7.1 In respect of Ordinary Resolution 11 on the Proposed Renewal of the Share Buyback Mandate

The Relevant Parties will abstain from voting at the 2019 AGM in respect of the Ordinary Resolution 11 relating to the proposed renewal of the Share Buyback Mandate pursuant to the conditions under Appendix 2 of the Take-over Code as set out in Section 2.9.4 of this Addendum. Furthermore, such persons shall not act as proxies in relation to such resolution unless specific voting instructions have been given.

7.2 In respect of:

- (i) Ordinary Resolutions 12 and 13 on the proposed participation of Dr Lee Hung Ming and Dr Lee Yeng Fen in the Share Option Scheme respectively; and**
- (ii) Ordinary Resolutions 14 and 15 on the Proposed Grant of Options to Dr Lee Hung Ming and Dr Lee Yeng Fen under the Share Option Scheme respectively.**

All shareholders who are eligible to participate in the Share Option Scheme will abstain from voting at the 2019 AGM on all the resolutions relating to the Share Option Scheme (being Ordinary Resolutions 12, 13, 14 and 15).

The Company shall also procure that Dr Lee Hung Ming and Dr Lee Yeng Fen and their Associates abstain from voting at the 2019 AGM in respect of Ordinary Resolutions 12, 13, 14 and 15.

The abovementioned persons will not accept nominations as proxies for voting at the 2019 AGM in respect of Ordinary Resolutions 12, 13, 14 and 15 unless specific instructions have been given in the proxy instruments by the Shareholders appointing them on how they wish their votes to be cast.

8. ACTIONS TO BE TAKEN BY SHAREHOLDERS

If a Shareholder is unable to attend the 2019 AGM and wishes to appoint a proxy to attend and vote on his behalf, he should complete, sign and return the Proxy Form attached to the Annual Report 2018 in accordance with the instructions printed thereon as soon as possible and, in any event, so as to reach the Company's Share Registrar and Share Transfer office at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623 not later than 48 hours before the time fixed for the 2019 AGM. The completion and return of the Proxy Form by a Shareholder will not prevent him from attending and voting at the 2019 AGM in person if he so wishes.

A Depositor shall not be regarded as a Shareholder of the Company entitled to attend the 2019 AGM and to speak and vote thereat unless his name appears on the Depository Register at least 72 hours before the 2019 AGM.

9. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Addendum and confirm after making all reasonable enquiries, that to the best of their knowledge and belief, this Addendum constitutes full and true disclosure of all material facts about the Proposed Resolutions, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this Addendum misleading. Where information in the Addendum has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in the Addendum in its proper form and context.

10. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents may be inspected at the registered office of the Company at 101 Thomson Road, #09-04 United Square, Singapore 307591 during normal business hours from the date of this Addendum up to and including the date of the 2019 AGM:

1. the Constitution of the Company;
2. the Annual Report 2018; and
3. the Rules of the Share Option Scheme.

Yours faithfully

For and on behalf of the Board of Directors of
ISEC HEALTHCARE LTD.

Dr Wong Jun Shyan
Executive Director and Chief Executive Officer
9 April 2019