

**PACIFIC HEALTHCARE HOLDINGS LTD.**  
(Incorporated in the Republic of Singapore)  
(Company Registration No. 200100544H)

**RESPONSE TO SGX QUERIES REGARDING ANNUAL REPORT 2015**

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Pacific Healthcare Holdings Ltd. (the "**Company**") refers to the queries from the Singapore Exchange Securities Trading Limited ("**SGX-ST**") on 22 April 2016 regarding the Company's Annual Report for financial year ended 31 December 2015 ("**AR2015**").

**Query 1: As required by Rule 1207(12) of the Listing Manual, please make disclosures as recommended in Guideline 9.2 and 9.3 of the Code of Corporate Governance 2012 (the "Code") or otherwise explain the reason(s) for the deviation from the following Code recommendations.**

**Paragraph 9.2 of the Code states that there should be a breakdown (in percentage or dollar terms) of each director's and the CEO's remuneration earned through base/fixed salary, variable or performance-related income/bonuses, benefits in kind, stock options granted, share-based incentives and awards, and other long-term incentives.**

**Paragraph 9.3 of the Code states that there should be a breakdown (in percentage or dollar terms) of each key management personnel's remuneration earned through base/fixed salary, variable or performance-related income/bonuses, benefits in kind, stock options granted, share-based incentives and awards, and other long-term incentives.**

Response:

The reason for deviation was disclosed under Report on Corporate Governance on page 27 of the Company's Annual Report 2015 and extracted here for reference.

*"The Board is of the view that the disclosure of remuneration of each Executive Directors, CEO and key management personnel of the Group would be disadvantageous to the Group's business interests, given the highly competitive conditions in the industry, where poaching of executives is commonplace."*

**Query 2: As disclosed in page 80 of the Annual Report under the section "Significant related party transactions", Management fee income and Rental income of S\$101,000 and S\$194,000 respectively are transacted with the Associates of the Group. The Company disclosed on page 32 of the Annual Report under "Interested Person Transactions" that there were no interested person transaction for FY2015. Please reconcile the above.**

Response:

The related party transactions refer to the management fee income and rental income between the Company and its 50%-owned associated company, iKids Paediatric Practice Pte. Ltd. ("**iKids**") (the "**Transactions**"). The balance 50% shareholdings of iKids is owned by an individual shareholder who is not a director, chief executive officer, or controlling shareholder of the Company; or associate of any of such persons defined under Rule 904 of the Listing Manual of SGX-ST and thus these Transactions were classified as related party transactions not interested person transactions.

By Order of the Board

Leslie Koh Kok Heng  
Chief Executive Officer  
26 April 2016