

**PACIFIC HEALTHCARE HOLDINGS LTD.**  
(Incorporated in Singapore)  
Company Registration Number 200100544H

**ANNOUNCEMENT**

**DIRECTED DELISTING OF PACIFIC HEALTHCARE HOLDINGS LTD.**

**CLOSE OF EXIT OFFER, LAPSE OF EXIT OFFER AND DELISTING**

**1. INTRODUCTION**

The Board of Pacific Healthcare Holdings Ltd. (the “**Company**”) refers to:-

- 1.1 the joint announcement released by the Company and the Offeror on 26 April 2016 (the “**Joint Announcement**”) in connection with the Delisting Proposal presented by the Offeror to the Directors of the Company, to make an exit offer to the Shareholders in connection with the Delisting;
- 1.2 the joint announcement released by the Company and the Offeror on 22 July 2016 in connection with the despatch of the Exit Offer Letter together with the relevant Acceptance Form(s) to the Shareholders (the “**Second Joint Announcement**”); and
- 1.3 the Exit Offer Letter, which includes the letter issued by the Company to Shareholders in relation to the Delisting set out in Appendix IV to the Exit Offer Letter.

*Unless otherwise defined, all capitalised terms used in this announcement shall bear the same meanings ascribed to them in the Joint Announcement, the Second Joint Announcement or the Exit Offer Letter, as the case may be.*

**2. CLOSE OF EXIT OFFER**

The Board of the Company wishes to announce that the Exit Offer has closed as of 5.30 p.m. on 19 August 2016 (the “**Final Closing Date**”). **According, the Exit Offer is no longer open for acceptance and any acceptance of the Exit Offer received after 5.30 p.m. on the Final Closing Date will be rejected.**

**3. LAPSE OF EXIT OFFER**

As stated in the Exit Offer Letter, the Exit Offer is subject to the Offeror having received, by the close of the Exit Offer, valid acceptances in respect of such number of Offer Shares which, when taken together with the Shares owned, controlled or agreed to be acquired by the Offeror and parties acting in concert with it (either before or during the Exit Offer and pursuant to the Exit Offer or otherwise), will result in the Offeror and parties acting in concert with it holding such number of Shares carrying more than 50% of the total voting rights attributable to the issued share capital of the Company as at the close of the Exit Offer.

**Based on the information set out in the Offeror's announcement on 19 August 2016 (the “Offeror's Announcement”), the above condition of the Exit Offer has not been fulfilled. As a result, the Exit Offer has not become unconditional in all respects as at 5.30 p.m. on the Final Closing Date and has therefore lapsed.**

With the closing and lapsing of the Exit Offer, the Shareholders who have previously accepted the Exit Offer will have their Offer Shares returned to them in the manner set out in the Offeror's Announcement.

**4. DELISTING**

Following the closing and lapsing of the Exit Offer, the Company will consult the SGX-ST on the directed delisting of the Company. The Board of the Company will provide a further update in due course.

**5. RESPONSIBILITY STATEMENT**

The Directors of the Company (including any Director who may have delegated detailed supervision of this announcement) have taken all reasonable care to ensure that the facts stated and opinions expressed herein (other than those relating to the Offeror) are fair and accurate and that no material facts have been omitted from this announcement, the omission of which would make any statement in this announcement misleading. Where any information in this announcement has been extracted or reproduced from published or publicly available sources or obtained from the Offeror, the sole responsibility of the Directors has been to ensure that such information is accurately and correctly extracted from such sources or, as the case may be, accurately reflected or reproduced in this announcement. The Directors jointly and severally accept responsibility accordingly.

BY ORDER OF THE BOARD  
**Pacific Healthcare Holdings Ltd.**

Mr Lew Oon Yew  
Non-Executive Chairman  
19 August 2016