



PACIFIC HEALTHCARE HOLDINGS LTD.
(Company Registration No: 200100544H)

**RESPONSES TO QUERIES FROM THE SINGAPORE EXCHANGE SECURITIES TRADING LIMITED
("SGX-ST")**

The Board of Directors (the "**Directors**") of Pacific Healthcare Holdings Ltd. (the "**Company**") refers to its Annual Report for the financial year ended 31 December 2014 and wishes to provide the following additional information in response to the queries by SGX-ST on 28 April 2015.

Query 1

We note on page 32 of the Annual Report that the Company has stated that there are no interested person transaction for the financial year ended 31 December 2014. However, we note on page 94 and 95 of the Annual Report the following significant related party transaction:-

Director related company – agent fees

Associates of the Group: - Management fee income: \$211,000

Rental Income: \$194,000

Other related parties: - Rental Income: \$167,000

Please provide details of each of these arrangements and explain why these are not reported as interested person transactions.

Company's response:

There was no agent fees paid to the Director related company as at 31 December 2014. The Related Party Transactions represent payment for rental and management fees to the Company by associated entities in which the Company holds between 20% to 50% equity interest, and are non-director related companies as at 31 December 2014.

Query 2

As required by Rule 1207(12) of the Listing Manual, please make disclosures as recommended in paragraph 9.2 of the Code of Corporate Governance 2012 (the "Code") or otherwise explain the reason(s) for the deviation from the following Code recommendations. We note that the Company had provided the reason for not disclosing details of directors' remuneration in nearest thousand dollars and disclosed the upper band for directors as "\$500,000 and above", without an upper limit. Please provide an upper limit to the band.

Company's response:

The table is amended with an upper band as follows:

Name	Remuneration (S\$)	Salary (%)	Bonus (%)	Directors' Fees (%)	Professional Fees (%)	Total (%)
Below S\$2,500,000 to above S\$2,250,000						
Dr Chong Lai Leong, William ⁽ⁱ⁾	-	2%	5%	-	93%	100%
Below S\$1,000,000 to above S\$750,000						
Dr Huang Hsiang Shui, Martin ⁽ⁱⁱ⁾	-	2%	8%	-	90%	100%
Below S\$500,000 to above S\$250,000						
Mr Wong Yee Kong (Andrew) ⁽ⁱⁱⁱ⁾	-	100%				100%
Below S\$250,000						
Mr Lew Oon Yew	10,000			100%		100%
Mr Hudson Chua Jain	46,000			100%		100%
Mr Christopher Chong Fook Choy	41,000			100%		100%
Ms Yeo Su-Lynn	36,000			100%		100%
Mr Goh Kok Liang	41,000			100%		100%

Query 3

As required by Rule 1207(12) of the Listing Manual, please make disclosures as recommended in paragraph 9.3 of the Code or otherwise explain the reason(s) for the deviation from the following Code recommendations.

Paragraph 9.3 of the Code states that the Company should disclose in aggregate the total remuneration paid to the top five key management personnel (who are not directors or the CEO). We note that the Company had only disclosed the total remuneration paid to the top three key management personnel. Please explain why the Company disclosed only the top three key management personnel's total remuneration.

Company's response:

The Company had reorganised into a leaner and more cost efficient structure which is commensurate with its organizational size and complexity and as such, the Company only has 3 top management staff within its senior management hierarchy.

Query 4

Rule 1207(19)(b) of the Listing Manual provides that: “An officer should not deal in his Company’s securities on short-term considerations...”

Please disclose whether the Company has complied with the above.

Company’s response:

To the best knowledge of the Company, none of its officers dealt in securities of the Company on short term considerations. The Company has also regularly reminded all directors and officers to refrain from dealing with Company’s securities during the closed window period as well as when they are in possession of price sensitive information.

Query 5

We note the Independent Auditor’s emphasis of matter that there are factors that “indicate the existence of a material uncertainty which may cast significant doubt about the Group and the Company’s ability to continue as going concerns”. For the purpose of determining if Rule 1303(3)(c) should apply, please provide the following information:-

- (a) the Board’s opinion if the Company will be able to operate as going concern and basis for the Board’s view; and***
- (b) the Board’s confirmation that all material disclosures have been provided for trading of the Company’s shares to continue.***

Company’s response:

- (a)** As part of the turnaround plan, the Company is in the midst of disposing and/or closing the imaging and day surgery facilities and overseas operations to cut operating cost/losses.

Thereafter, the streamlined Company that is focused on medical services and eldercare is expected to return to profitability and is able to continue as a going concern.

- (b)** The Board confirms that all material disclosures have been provided for the trading of the Company’s shares to continue.

By Order of the Board

Wong Yee Kong (Andrew)
Chief Executive Officer
29 April 2015