



HEALTHCARE

ISEC HEALTHCARE LTD.(Company Registration No: 201400185H)
(Incorporated in Singapore)**NOTICE OF ANNUAL GENERAL MEETING****NOTICE IS HEREBY GIVEN** that the Annual General Meeting of **ISEC HEALTHCARE LTD.** will be held at Alumni Association, The Alumni Medical Centre, 2 College Road, Singapore 169850 on Thursday, 28 April 2016 at 10.00 a.m. to transact the following business:-**ORDINARY BUSINESS**

- To receive and adopt the Directors' Statement and the Audited Financial Statements for the financial year ended 31 December 2015 together with the Independent Auditors' Report thereon. **(Resolution 1)**
- To declare a first and final dividend of 0.22 Singapore cents (S\$0.0022) per ordinary share tax exempt (one-tier) for the financial year ended 31 December 2015 (FY2014: S\$0.0011 per ordinary share). **(Resolution 2)**
- To re-elect the following Directors retiring pursuant to Article 114 of the Constitution of the Company, and who have, being eligible, offered themselves for re-election as Directors: **(Resolution 3)**
Dr Wong Jun Shyan **(Resolution 3)**
Mr Lim Wee Hann **(Resolution 4)**
The profiles of the above mentioned directors can be found under the sections entitled "Board of Directors" and the "Report on Corporate Governance" in the Annual Report 2015.
[See Explanatory Note (i)]
- To approve the payment of Directors' fees of S\$210,000 for the financial year ending 31 December 2016, payable quarterly in arrears. **(Resolution 5)**
(FY2015: S\$210,000)
[See Explanatory Note (ii)]
- To re-appoint BDO LLP as the Independent Auditors of the Company and to authorise the Directors of the Company to fix their remuneration. **(Resolution 6)**
- To transact any other ordinary business which may properly be transacted at an Annual General Meeting.

AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolutions as Ordinary Resolutions, with or without any modifications:

7. Authority to allot and issue shares

That pursuant to Section 161 of the Companies Act, Cap. 50 of Singapore (the "Act") and Rule 806 of the Singapore Exchange Securities Trading Limited (the "SGX-ST") Listing Manual Section B: Rules of Catalist (the "Catalist Rules"), the Directors of the Company be authorised and empowered to:

- allot and issue shares in the capital of the Company ("Shares") whether by way of rights, bonus or otherwise; and/or
 - make or grant offers, agreements or options (collectively, "Instruments") that might or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) options, warrants, debentures or other instruments convertible into Shares,
- at any time and upon such terms and conditions and for such purposes and to such persons as the Directors of the Company may in their absolute discretion deem fit; and
- (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue Shares in pursuance of any Instruments made or granted by the Directors of the Company while this Resolution was in force,

provided that:

- the aggregate number of Shares (including Shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) to be issued pursuant to this Resolution shall not exceed one hundred per centum (100%) of the total number of issued Shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of Shares (including Shares to be issued in pursuance of the Instruments made or granted pursuant to this Resolution) to be issued other than on a pro rata basis to shareholders of the Company shall not exceed fifty per centum (50%) of the total number of issued Shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below);
- (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (1) above, the total number of issued Shares (excluding treasury Shares) in the capital of the Company shall be based on the total number of issued Shares (excluding treasury Shares) in the capital of the Company at the time of the passing of this Resolution, after adjusting for:
 - new Shares arising from the conversion or exercise of any convertible securities;
 - new Shares arising from the exercising of share options or vesting of share awards which are outstanding or subsisting at the time of the passing of this Resolution, provided the share options or share awards granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and
 - any subsequent bonus issue, consolidation or subdivision of shares;
- in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Catalist Rules for the time being in force (unless such compliance has been waived by the SGX-ST), the Act and the Constitution, for the time being, of the Company; and
- unless revoked or varied by the Company in a general meeting, such authority shall continue in force until the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required by law to be held, whichever is earlier.

*[See Explanatory Note (iii)]***(Resolution 7)****8. Authority to issue Shares under the ISEC Healthcare Share Option Scheme (the "Share Option Scheme")**

That pursuant to Section 161 of the Act, the Directors of the Company be authorised to offer and grant options in accordance with the provisions of the Share Option Scheme and to allot and issue from time to time such number of Shares in the capital of the Company as may be required to be allotted and issued pursuant to the exercise of options under the Share Option Scheme, provided always that the aggregate number of new Shares to be allotted and issued pursuant to the Share Option Scheme, when added to the aggregate number of Shares issued and issuable in respect of all options granted under the Share Option Scheme and any other share option, share incentive, performance share or restricted share plan implemented by the Company, shall not exceed 15% of the total number of issued Shares (excluding treasury shares) in the capital of the Company on the day preceding the date of grant of the option, as determined in accordance with the provisions of the Share Option Scheme.

*[See Explanatory Note (iv)]***(Resolution 8)**

By Order of the Board

Leong Chee Meng Kenneth
Company Secretary
Singapore,
13 April 2016**Explanatory Notes:**

- Dr Wong Jun Shyan, upon re-election as a Director of the Company, will remain as the Executive Director and Chief Executive Officer.
Mr Lim Wee Hann, upon re-election as a Director of the Company, will remain as an Independent Director, the Chairman of the Remuneration Committee, and a member of the Nominating and Audit Committees, and the Board of Directors (save for Mr Lim Wee Hann) considers him independent for the purposes of Rule 704(7) of the Catalist Rules.
- Ordinary Resolution 5, if passed, will facilitate the payment of Directors' fees during the financial year ending 31 December 2016 in which the fees incurred are payable quarterly in arrears.
- The Ordinary Resolution 7 in item 7 above, if passed, will empower the Directors of the Company, effective until the conclusion of the next annual general meeting of the Company, or the date by which the next annual general meeting of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to allot and issue Shares, make or grant Instruments convertible into Shares and to issue Shares pursuant to such Instruments, up to a number not exceeding, in total, one hundred per centum (100%) of the total number of issued Shares (excluding treasury shares) in the capital of the Company, of which up to fifty per centum (50%) may be issued other than on a pro-rata basis to shareholders.

For determining the aggregate number of Shares that may be issued, the percentage of issued Shares (excluding treasury Shares) will be calculated based on the total number of issued Shares (excluding treasury shares) in the capital of the Company at the time Ordinary Resolution 7 is passed after adjusting for new Shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time when Ordinary Resolution 7 is passed and any subsequent bonus issue, consolidation or subdivision of shares.

- The Ordinary Resolution 8 in item 8 above, if passed, will empower the Directors of the Company to issue Shares up to an amount in aggregate not exceeding fifteen per centum (15%) of the issued share capital (excluding treasury shares) of the Company pursuant to the Share Option Scheme (which was approved at the Extraordinary General Meeting of the Company on 26 September 2014), and such other share-based incentive scheme or share plan, on the date preceding the date of the relevant grant. This authority is in addition to the general authority to issue Shares sought under Ordinary Resolution 7.

Notes:

- A member who is not a relevant intermediary, is entitled to appoint one or two proxies to attend and vote at the annual general meeting ("Meeting") of the Company.
 - A member who is a relevant intermediary is entitled to appoint more than two proxies to attend and vote at the annual general meeting of the Company, but each proxy must be appointed to exercise the rights attached to a different Share or Shares held by such member.

"Relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act.
- A proxy need not be a member of the Company.
- The instrument appointing a proxy or proxies must be deposited at the registered office of the Company at 101 Thomson Road, #09-04 United Square, Singapore 307591 not less than forty-eight (48) hours before the time appointed for holding the AGM of the Company.

Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Meeting and/or any adjournment thereof, a member of the Company:

- consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Meeting (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes");
- warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes; and
- agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

NOTICE OF EXTRAORDINARY GENERAL MEETING*All capitalised terms used in this notice of EGM which are not defined herein shall have the same meanings ascribed to them in the circular dated 13 April 2016 to the shareholders of the Company (the "Circular").***NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting ("EGM") of **ISEC Healthcare Ltd.** (the "Company") will be held at Alumni Association, The Alumni Medical Centre, 2 College Road, Singapore 169850 on 28 April 2016 at 10.30 a.m. (or immediately after the conclusion of the AGM convened at 10.00 a.m. on the same day and at the same place) for the purpose of considering and, if thought fit, passing with or without modifications, the following ordinary resolutions:**Shareholders should note that Ordinary Resolution 3 is conditional upon the passing of Ordinary Resolution 2. For the avoidance of doubt, this means that if Ordinary Resolution 2 is not approved, Ordinary Resolution 3 would not be carried.****ORDINARY RESOLUTION 1****THE PROPOSED ADOPTION OF THE SHARE BUYBACK MANDATE**

That:

- for the purposes of the Companies Act, Cap. 50 of Singapore, and the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited, the Directors of the Company be and are hereby authorised to make purchases or otherwise acquire issued shares in the capital of the Company from time to time (whether by way of market purchases or off-market purchases on an equal access scheme) of up to the Maximum Limit at that price of up to but not exceeding the Maximum Price and in accordance with the terms of the Share Buyback Mandate set out in the Circular and that this mandate shall, unless revoked or varied by the Company in general meeting, continue in force until (i) the date on which the next annual general meeting of the Company is held or required by law to be held, or (ii) the date on which the purchases or acquisitions of Shares by the Company pursuant to the Share Buyback Mandate are carried out to the full extent mandated; or (iii) the date on which the authority conferred by the Share Buyback Mandate is revoked or varied by Shareholders in general meeting, whichever is earlier; and
- the Directors and each of them be and are hereby authorised and empowered to complete and do all such acts and things as they may consider necessary, desirable or expedient to give effect to this resolution as the Director(s) shall deem fit in the interests of the Company.

ORDINARY RESOLUTION 2**THE PROPOSED ADOPTION OF THE PERFORMANCE SHARE PLAN**

That:

- a new performance share plan to be known as "ISEC Healthcare Performance Share Plan" ("Performance Share Plan"), the rules and details of which have been set out in the Circular, under which awards ("Awards") of fully paid-up ordinary shares in the capital of the Company ("Shares") will be granted, free of payment, to selected Participants, details of which are set out in the Circular, be and is hereby approved;
- the Directors be and are hereby authorised:
 - to establish and administer the Performance Share Plan;
 - to modify and/or alter the Performance Share Plan from time to time, provided that such modification and/or alteration is effected in accordance with the provisions of the Performance Share Plan and to do all such acts and to enter into all such transactions and arrangements as may be necessary or expedient in order to give full effect to the Performance Share Plan; and
 - subject to the same being allowed by law, to apply any share(s) purchased under any share buyback mandate towards the satisfaction of Awards granted under the Performance Share Plan; and
- the Directors be and are hereby authorised to grant Awards in accordance with the provisions of the Performance Share Plan and to allot and issue from time to time such number of fully paid-up Shares as may be required to be allotted and issued pursuant to the vesting of Awards under the Performance Share Plan, provided that the aggregate number of Shares to be allotted and issued pursuant to the Performance Share Plan, when added to the number of Shares issued and/or issuable in respect of all options granted or awards granted under any other share-based incentive schemes adopted by the Company and for the time being in force, shall not exceed fifteen per centum (15%) of the total issued and paid-up Shares (excluding treasury shares) on the day preceding the date on which the Award shall be granted; and
- the Directors and each of them be and are hereby authorized and empowered to complete and do all such acts and things as they may consider necessary, desirable or expedient to give effect to this resolution as the Director(s) shall deem fit in the interests of the Company.

ORDINARY RESOLUTION 3**THE PROPOSED PARTICIPATION OF DR LEE HUNG MING, THE EXECUTIVE VICE CHAIRMAN AND A CONTROLLING SHAREHOLDER OF THE COMPANY, IN THE PERFORMANCE SHARE PLAN**

That:

- subject to and contingent upon the passing of Ordinary Resolution 2, the participation of Dr Lee Hung Ming, the Executive Vice Chairman and a Controlling Shareholder of the Company, in the Performance Share Plan be and is hereby approved; and
- any Director be and is hereby authorised to complete and to do all such acts and things, and to approve, modify, ratify and execute such documents, acts and things as they may consider necessary, desirable or expedient to give effect to this resolution.

BY ORDER OF THE BOARD**Leong Chee Meng Kenneth**
Company Secretary
Singapore
Date: 13 April 2016**Notes:**

- A member who is not a relevant intermediary (as defined in Section 181 of the Act) entitled to appoint more than two proxies to attend and vote at the extraordinary general meeting (the "Meeting") is entitled to appoint not more than two (2) proxies to attend and vote in his/her stead. A proxy need not be a member of the Company. Where a member appoints two (2) proxies, he/she shall specify the proportion of his/her shareholding to be represented by each proxy in the instrument appointing the proxies. If the member is a corporation, the instrument appointing the proxy must be under seal or the hand of an officer or attorney duly authorised.
- A member who is a relevant intermediary (as defined in Section 181 of the Act) is entitled to appoint more than two proxies to attend and vote at the Meeting.
- The instrument appointing a proxy must be deposited at the Registered Office of the Company at 101 Thomson Road, #09-04 United Square, Singapore 307591 not less than forty-eight (48) hours before the time appointed for holding the Meeting.

Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Meeting and/or any adjournment thereof, a member of the Company:

- consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Meeting (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes");
- warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes; and
- agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.