

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

**ANNOUNCEMENT**

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

**WAIVER OF RULE 705(2) OF THE LISTING MANUAL OF THE SGX-ST**

**1. INTRODUCTION**

The board of Directors (the "**Board**") of Pacific Healthcare Holdings Ltd. (the "**Company**") refers to the exit offer letter (the "**Exit Offer Letter**") issued by Radiance Investment Pte. Ltd. (the "**Offeror**") dated 22 July 2016 in relation to the exit offer (the "**Exit Offer**") by the Offeror to acquire all the issued ordinary shares in the share capital of the Company (the "**Shares**") (excluding treasury shares), other than those Shares already held directly or indirectly by the Offeror as at the date of the Exit Offer, in connection with the delisting of the Company (the "**Delisting**") by Singapore Exchange Securities Trading Limited (the "**SGX-ST**") in accordance with Rule 1315 of the Listing Manual of the SGX-ST (the "**Listing Manual**") and a notification letter from the SGX-ST dated 3 June 2015. The Exit Offer Letter contains the letter issued by the Company to Shareholders in relation to the Exit Offer, set out in Appendix IV to the Exit Offer Letter.

**2. WAIVER OF RULE 705(2) OF THE LISTING MANUAL**

Under Rule 705(2) of the Listing Manual, the Company is required to announce the unaudited financial statements of the Company for the second quarter ended 30 June 2016 by 14 August 2016 (the "**2Q2016 Results**").

The Company applied to the SGX-ST for a waiver of the requirements under Rule 705(2) of the Listing Manual (the "**Rule 705(2) Waiver**") based on the reasons below:

- (a) trading of the Shares has been suspended from 9.00 am on 6 July 2015 and will continue to be suspended until the completion of the Exit Offer;
- (b) the Company will delisted pursuant to the directed Delisting;
- (c) accordingly, the release of the 2Q2016 Results will not be of material benefit to the minority shareholders of the Company ("**Shareholders**") and would incur unnecessary compliance costs for the Company; and
- (d) the Exit Offer was made and those Shareholders who have accepted the Exit Offer did so, based on whatever information about the Company and its subsidiaries that was then available in the public domain as well as in the Exit Offer Letter. Accordingly, the Company wishes to avoid a disparity of information between Shareholders who have and have not accepted the Exit Offer.

**3. SGX-ST CONFIRMATION**

The Board wishes to announce that the SGX-ST has on 29 July 2016 informed the Company that the SGX-ST has no objection to grant the Rule 705(2) Waiver subject to the following:

- (a) the Company announcing the reasons for seeking the waiver and the conditions as required under Rule 107 of the Listing Manual;

- (b) submission of a written confirmation from the Company that the waiver does not contravene any laws and regulations governing the Company and the Constitution of the Company; and
- (c) submission of a written confirmation from the Company that it is not aware of any information that will have a material bearing on investors' decision which has yet to be announced by the Company.

By the release of this announcement, the condition set out in paragraph 3(a) above has been satisfied. The Company will be submitting the written confirmations referred to in paragraphs 3(b) and 3(c) above.

#### **4. 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 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, 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.

BY ORDER OF THE BOARD

**Pacific Healthcare Holdings Ltd.**

Lew Oon Yew  
Non-Independent Non-Executive Chairman  
2 August 2016