



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 Friday, 24 April 2015 at 11.30 a.m. to transact the following business:

ORDINARY BUSINESS

- To receive and adopt the Directors' Report and the Audited Financial Statements for the financial year ended 31 December 2014 together with the Independent Auditors' Report thereon. **(Resolution 1)**
- To declare a first and final dividend of 0.11 Singapore cents (S\$0.0011) per ordinary share tax exempt (one-tier) for the financial year ended 31 December 2014. **(Resolution 2)**
- To re-elect the following Directors of the Company retiring pursuant to Articles 114 and 118 of the Articles of Association of the Company, and who have, being eligible, offered themselves for re-election as Directors:
Dr Lee Hung Ming (Retiring under Article 114) **(Resolution 3)**
Mr Sitoh Yih Pin (Retiring under Article 118) **(Resolution 4)**
Professor Low Teck Seng (Retiring under Article 118) **(Resolution 5)**
Mr Lim Wee Hann (Retiring under Article 118) **(Resolution 6)**
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 2014.
[See Explanatory Note (i)]
- To approve the payment of Directors' fees of S\$53,666.67 for the financial year ended 31 December 2014. **(Resolution 7)**
[See Explanatory Note (ii)]
- To approve the payment of Directors' fees of S\$210,000 for the financial year ending 31 December 2015, payable quarterly in arrears. **(Resolution 8)**
[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 9)**
- 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:

8. 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 Catalyst (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 were 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 Articles of Association, 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. **(Resolution 10)**

[See Explanatory Note (iii)]

9. 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 11)

By Order of the Board

Yoo Loo Ping
Company Secretary
Singapore,
9 April 2015

Explanatory Notes:

- Dr Lee Hung Ming, upon re-election as a Director of the Company, will remain as the Executive Vice Chairman.
Mr Sitoh Yih Pin, upon re-election as a Director of the Company, will remain as the Non Executive Chairman and Independent Director, Chairman of the Audit Committee, and a member of the Nominating and Remuneration Committees, and the Board of Directors (save for Mr Sitoh Yih Pin) considers him independent for the purposes of Rule 704(7) of the Catalist Rules.
Professor Low Teck Seng, upon re-election as a Director of the Company, will remain as an Independent Director, the Chairman of the Nominating Committee, and a member of the Audit and Remuneration Committees, and the Board of Directors (save for Professor Low Teck Seng) considers him independent for the purposes of Rule 704(7) of the Catalist Rules.
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.
- The Ordinary Resolution 7 should be read in conjunction with the proposed remuneration for Non-Executive Directors for the financial year ended 31 December 2014 as presented on Page 26 of the Report on Corporate Governance in the Annual Report 2014. Ordinary Resolution 8, if passed, will facilitate the payment of Directors' fees during the financial year ending 31 December 2015 in which the fees incurred are payable quarterly in arrears.
- The Ordinary Resolution 10 in item 8 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 10 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 10 is passed and any subsequent bonus issue, consolidation or subdivision of shares.
- The Ordinary Resolution 11 in item 9 above, if passed, will empower the Directors 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 10.

Notes:

- A Member entitled to attend and vote at the annual general meeting (the "Meeting") is entitled to appoint not more than two (2) proxies to attend and vote in his/her stead. A proxy needs 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.
- 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.