ADDENDUM II DATED 13 APRIL 2015

If a shareholder of Healthway Medical Corporation Limited (the "**Company**") is in any doubt as to the actions he should take, he should consult his legal, financial, tax or other professional advisers immediately.

This Addendum is circulated to shareholders of the Company together with the Company's annual report. Its purpose is to provide shareholders of the Company with the relevant information relating to, and to seek shareholders' approval to renew the Share Buy Back Mandate (as defined hereinafter) to be tabled at the Annual General Meeting to be held at The National University of Singapore Society, Suntec City Guild House, Campus and College Room, 3 Temasek Boulevard, #02-401/402, Suntec City Mall, Singapore 038983 on 29 April 2015 at 10.30 a.m..

The Notice of Annual General Meeting and a Proxy Form are enclosed with the Annual Report. The Addendum has not been examined or approved by the Singapore Exchange Securities Trading Limited (the "**SGX–ST**"). The Company's sponsor, PrimePartners Corporate Finance Pte Ltd ("**Sponsor**") and the SGX-ST assumes no responsibility for the contents of this Addendum, including the accuracy, completeness or correctness of any of the information, statements or opinions made or reports contained in the Addendum.

This Addendum has been prepared by the Company and its contents have been reviewed by the Sponsor for compliance with the relevant rules of the SGX-ST. The Sponsor has not verified the contents of this Addendum.

The contact person for the Sponsor is Ms Gillian Goh, Director, Head of Continuing Sponsorship, at 16 Collyer Quay, #10-00 Income at Raffles, Singapore 049318, telephone (65) 6229 8088.

HEALTHWAY MEDICAL CORPORATION LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration No. 200708625C)

ADDENDUM IN RELATION TO THE PROPOSED RENEWAL OF THE SHARE BUY BACK MANDATE

HEALTHWAY MEDICAL CORPORATION LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration Number 200708625C)

Directors

Fan Kow Hin (Executive Chairman)
Yeow Ming Ying (Executive Director)
Kuek Chiew Hia (Independent Director)
Pee Tong Lim (Independent Director)
Syed Abu Bakar Bin S Mohsin Almohdzar (Independent Director)
Sonny Yuen Chee Choong (Independent Director)

Registered Office

2 Leng Kee Road
#06-07 Thye Hong Centre
Singapore 159086

13 April 2015

To: The Shareholders of Healthway Medical Corporation Limited

Dear Sir/Madam

1. INTRODUCTION

1.1 Reference is made to the notice of annual general meeting ("**AGM**") dated 13 April 2015 ("**Notice of AGM**") of Healthway Medical Corporation Limited (the "**Company**") convening the AGM of the shareholders of the Company ("**Shareholders**") to be held on 29 April 2015.

1.2 The proposed Ordinary Resolution 8 in the Notice of AGM relates to the proposed renewal of a general share buy back mandate ("**Share Buy Back Mandate**"), which Shareholders had previously approved at the last AGM held on 29 April 2014, to authorise the Directors of the Company ("**Directors**") to purchase issued ordinary shares in the capital of the Company ("**Shares**") on the terms of the Share Buy Back Mandate. The authority conferred by the Share Buy Back Mandate will expire on 29 April 2015, being the date of the forthcoming AGM.

1.3 The purpose of this Addendum is to provide Shareholders with relevant information relating to, and to explain the rationale for the proposed renewal of the Share Buy Back Mandate to be tabled at the forthcoming AGM.

2. PROPOSED RENEWAL OF THE SHARE BUY BACK MANDATE

2.1 Authority and Limits of the Renewed Share Buy Back Mandate

Only Shares which are issued and fully paid-up may be purchased by the Company.

The Share Buy Back Mandate, if renewed, will authorise the Directors, from time to time, to purchase Shares either through on-market purchases ("**On-Market Purchases**") or off-market purchases on an equal access scheme ("**Off-Market Purchases**") as defined in Section 76C of the Companies Act, Chapter 50 of Singapore (the "**Companies Act**") of up to a maximum of ten per cent (10%) of the issued Shares as at the date of the AGM at which the Share Buy Back Mandate is in force, at such price up to but not exceeding the Maximum Price (as defined below). For the purpose of calculating the percentage of issued Shares above, any Shares which are held as treasury shares ("**Treasury Shares**") will be disregarded.

For illustrative purposes only, based on 2,308,236,183 issued Shares (excluding 18,698,000 Treasury Shares) as at 31 March 2015 ("**Latest Practicable Date**"), and assuming that no further Shares are issued or purchased and kept as Treasury Shares on or prior to the AGM, no more than 230,823,618 Shares representing ten per cent (10%) of the issued Shares (excluding Treasury Shares) as at the date of the forthcoming AGM may be bought by the Company pursuant to the renewed Share Buy Back Mandate. The Company had 18,698,000 Treasury Shares as at the Latest Practicable Date.

"**On-Market Purchases**" refer to purchases of Shares by the Company effected on the Singapore Exchange Securities Trading Limited ("**SGX-ST**") through the ready market system or, as the case may be, any other stock exchange for the time being on which the Shares may be listed and quoted, through one (1) or more duly licensed stockbrokers appointed by the Company for the purpose.

"**Off-Market Purchases**" refer to purchases of Shares by the Company made under an equal access scheme that is a scheme for the purchase of Shares from all Shareholders. The Directors may impose such terms and conditions which are not inconsistent with the renewed Share Buy Back Mandate, the Listing Manual Section B: Rules of Catalist of the SGX-ST (the "**Catalist Rules**"), and the Companies Act, as they consider fit in the interests of the Company in connection with or in relation to an equal access scheme. Under Section 76C of the Companies Act, an equal access scheme must, however, satisfy all of the following conditions:-

(a) offers for the purchase of issued Shares shall be made to every person who holds issued Shares to purchase the same percentage of their issued Shares;

(b) all of those persons shall be given a reasonable opportunity to accept the offers made to them; and

(c) the terms of all the offers are the same, except that there shall be disregarded:-

  (i) differences in consideration attributable to the fact that offers may relate to Shares with different accrued dividend entitlements;

  (ii) (if applicable) differences in consideration attributable to the fact that offers relate to Shares with different amounts remaining unpaid; and

  (iii) differences in the offers introduced solely to ensure that each member is left with a whole number of Shares.

Additionally, the Catalist Rules provides that, in making an Off-Market Purchase, the Company must issue an offer document to all Shareholders which must contain, *inter alia*:-

(i) the terms and conditions of the offer;

(ii) the period and procedures for acceptances;

(iii) the reasons for the proposed Share buy back;

(iv) the consequences, if any, of Share buy back by the Company that will arise under the Singapore Code on Take-overs and Mergers (the "**Take-over Code**") or other applicable take-over rules;

(v) whether the Share buy back, if made, would have any effect on the listing of the Shares on Catalist of the SGX-ST;

(vi) details of any Share buy back made by the Company in the previous twelve (12) months (whether On-Market Purchases or Off-Market Purchases), giving the total number of Shares purchased, the purchase price per Share or the highest and lowest prices paid for the purchases, where relevant, and the total consideration paid for the purchases; and

(vii) whether the Shares purchased by the Company will be cancelled or kept as Treasury Shares.

The purchase price (excluding brokerage, stamp duties, applicable goods and services tax and other related expenses) to be paid for the Shares will be determined by the Directors.

However, the purchase price to be paid for a Share as determined by the Directors must not exceed:-

(a) in the case of a On-Market Purchase, 105% of the Average Closing Price (as defined hereinafter); and

(b) in the case of an Off-Market Purchase pursuant to an equal access scheme, up to 120% of the Average Closing Price (as defined hereinafter),

(the "**Maximum Price**") in either case, excluding related expenses of the purchase.

For the above purpose,

"**Average Closing Price**" means the average of the closing market prices of a Share over the last five (5) Market Days, on which transactions in the Shares were recorded, preceding the day of the On-Market Purchase, or, as the case may be, the day of the making of the offer pursuant to an Off-Market Purchase, and deemed to be adjusted for any corporate action that occurs after the relevant five-day period.

"**day of the making of the offer**" means the day on which the Company announces its intention to make an offer for the purchase of Shares from the Shareholders stating the purchase price (which shall not be more than the Maximum Price calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase.

"**Market Day**" means a day on which the SGX-ST is open for trading in securities.

If renewed by Shareholders at the forthcoming AGM, the renewed Share Buy Back Mandate will take effect from the date of the AGM and continue to be in force until the conclusion of the next AGM or the expiration of the period within which the next AGM is required by law to be held, whichever is earlier, unless prior thereto, Share purchases are carried out to the full extent mandated or the authority conferred by the Share Buy Back Mandate is revoked or varied by the Shareholders in a general meeting.

2.2 Rationale for the Renewal of the Share Buy Back Mandate

The proposed renewal of the Share Buy Back Mandate will give the Directors the flexibility to purchase the Shares if and when circumstances permit. The Directors believe that the Share buy back will provide the Company and its Directors with a mechanism to facilitate the return of surplus cash over and above its ordinary capital requirements, in an expedient and cost-efficient manner. It also allows the Directors to exercise greater control over the Company's share capital structure, dividend payout and cash reserves.

The purchases of Shares may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the earnings per Share ("**EPS**") of the Company, and will only be made when the Directors believe that such purchases would benefit the Company and its Shareholders.

Shareholders should note that purchases of Shares pursuant to the renewed Share Buy Back Mandate will only be made when the Directors believe that such purchases would be made in circumstances which would not have a material adverse effect on the financial position of the Company.

2.3 Source of Funds for Share Buy Back

In purchasing the Shares, the Company may only apply funds legally available for such purchase in accordance with its Memorandum and Articles of Association, and the applicable laws in Singapore. The Company may not buy Shares on Catalist of the SGX-ST for a consideration other than cash or for settlement otherwise than in accordance with the Catalist Rules. The buy back of Shares by the Company may be made out of the Company's profits or capital so long as the Company is solvent.

Pursuant to Section 76F(4) of the Companies Act, a company is solvent if (a) it is able to pay its debts in full at the time of payment and will be able to pay its debts as they fall due in the normal course of business in the twelve (12) months following such date of payment; and (b) the value of its assets is not less than the value of its liabilities (including contingent liabilities) and such value of its assets will not, after any purchase of shares for purposes of any proposed acquisition or release of the company's obligations, become less than the value of its liabilities (including contingent liabilities). In determining that the company is solvent, the directors must have regard to the most recently audited financial statements, other relevant circumstances, and may rely on valuations or estimation of assets or liabilities. In determining the value of contingent liabilities, the directors may take into account the likelihood of the contingency occurring, as well as any counter-claims by the company.

The Company may use internal resources and/or external borrowings to finance purchases of its Shares pursuant to the renewed Share Buy Back Mandate.

The Directors do not propose to exercise the renewed Share Buy Back Mandate in a manner and to such extent that the liquidity and capital adequacy position of the Company and its subsidiaries (the "**Group**") would be materially adversely affected.

2.4 Status of Purchased Shares Under the Renewed Share Buy Back Mandate

2.4.1 **Cancellation**

Any Share which is purchased by the Company shall, unless held as Treasury Shares to the extent permitted under the Companies Act, be deemed cancelled immediately on purchase, and all rights and privileges attached to that Share will expire on cancellation. The total number of Shares will be diminished by the number of Shares purchased by the Company and which are not held as Treasury Shares.

All Shares purchased by the Company (other than Treasury Shares held by the Company to the extent permitted under the Companies Act) will be automatically de-listed by the SGX-ST, and certificates in respect thereof will be cancelled and destroyed by the Company as soon as reasonably practicable following settlement of any such purchase.

2.4.2 **Treasury Shares**

Under the Companies Act, Shares purchased by the Company may be held or dealt with as Treasury Shares. Some of the provisions on Treasury Shares under the Companies Act are summarised below:-

(i) Maximum Holdings

The number of Shares held as Treasury Shares cannot at any time exceed ten per cent (10%) of the total number of issued Shares ("**Treasury Shares Limit**").

(ii) Voting and Other Rights

The Company shall not exercise any right in respect of Treasury Shares. In particular, the Company shall not exercise any right to attend or vote at the general meetings and for the purposes of the Companies Act, the Company shall be treated as having no right to vote and the Treasury Shares shall be treated as having no voting rights.

In addition, no dividends may be paid, and no other distribution of the Company's assets may be made, to the Company in respect of Treasury Shares. However, the allotment of Shares as fully paid bonus shares in respect of Treasury Shares is allowed. A subdivision or consolidation of any Treasury Share is also allowed so long as the total value of the Treasury Shares after the subdivision or consolidation is the same as before.

(iii) Disposal and Cancellation

Where Shares are held as Treasury Shares, the Company may at any time:-

(a) sell the Treasury Shares for cash;

(b) transfer the Treasury Shares for the purposes of or pursuant to an employees' share scheme;

(c) transfer the Treasury Shares as consideration for the purchase of shares in or assets of another company or assets of a person;

(d) cancel the Treasury Shares; or

(e) sell, transfer or otherwise use the Treasury Shares for such other purposes as may be prescribed by the Minister for Finance.

At the time of each purchase of Shares by the Company, the Directors will decide whether the Shares purchased will be cancelled or kept as Treasury Shares, or partly cancelled and partly kept as Treasury Shares, depending on the needs of the Company and as the Directors deem fit in the interests of the Company at that time.

As at the Latest Practicable Date, the Company had 18,698,000 Treasury Shares, representing approximately 0.81 per cent (0.81%) of the total number of issued Shares. Where Shares purchased pursuant to the renewed Share Buy Back Mandate are held as Treasury Shares, the number of such Shares to be held as Treasury Shares, when aggregated with the then existing Treasury Shares held, shall not, subject to the Companies Act, exceed the Treasury Shares Limit at any time.

2.5 Financial Impact

The financial impact on the Group arising from purchases of Shares which may be made pursuant to the renewed Share Buy Back Mandate will depend on, *inter alia*, whether the Shares are purchased out of capital and/or retained profits of the Company, the aggregate number of Shares purchased, the consideration paid for such Shares and whether the Shares purchased are held as Treasury Shares or cancelled.

Shareholders should note that the financial effects illustrated below are for illustration purposes only. In particular, it is important to note that the financial analysis set out below is based on the audited consolidated financial statements for the financial year ended 31 December 2014 ("**FY2014**") and are not necessarily representative of future financial performance of the Group. Although the renewed Share Buy Back Mandate would authorise the Company to purchase up to ten per cent (10%) of the Company's issued Shares (excluding Treasury Shares), the Company may not necessarily buy back or be able to buy back ten per cent (10%) of the issued Shares (excluding Treasury Shares) in full.

2.5.1 **Financial Effects of the Renewed Share Buy Back Mandate**

When Shares are purchased, and cancelled:-

(a) if the Shares are purchased entirely out of the capital of the Company, the Company shall reduce the amount of its share capital by the total amount of the purchase price paid by the Company for the Shares (excluding brokerage, stamp duties, applicable goods and services tax, clearance fees and other related expenses) (the "**Purchase Price**");

(b) if the Shares are purchased entirely out of profits of the Company, the Company shall reduce the amount of its profits by the total amount of the Purchase Price; or

(c) if the Shares are purchased out of both the capital and the profits of the Company, the Company shall reduce the amount of its share capital and profits proportionately by the total amount of the Purchase Price.

It is not possible for the Company to realistically calculate or quantify the impact of purchases that may be made pursuant to the renewed Share Buy Back Mandate on the financial effects as it would depend on factors such as the aggregate number of Shares purchased, the Purchase Prices paid at the relevant time, and the amount (if any) borrowed by the Company to fund the purchases, whether the purchase is made out of profits or capital, and whether the Shares purchased are held in treasury or cancelled. Where the Purchase Price paid by the Company for the Shares is paid out of retained profits, such Purchase Price will correspondingly reduce the amount available for the distribution of cash dividends by the Company. The Directors do not propose to exercise the renewed Share Buy Back Mandate to such an extent that it would have a material adverse effect on the working capital requirements of the Group. The purchase of the Shares will only be effected after considering relevant factors such as the working capital requirements, availability of financial resources, the expansion and investment plans of the Group, and the prevailing market conditions. The renewed Share Buy Back Mandate will be exercised with a view to enhance the EPS and/or net tangible assets ("**NTA**") per Share of the Group.

The financial effects presented in this Section of this Addendum are based on the assumptions set out below:-

(a) *Information as at the Latest Practicable Date*

As at the Latest Practicable Date, the Company had 2,308,236,183 issued Shares (excluding Treasury Shares).

(b) *Illustrative Financial Effects*

Purely for illustrative purposes, on the basis of 2,308,236,183 Shares in issue (excluding Treasury Shares) and 18,698,000 issued Shares held as Treasury Shares as at the Latest Practicable Date and assuming no further Shares are issued or purchased and kept as Treasury Shares on or prior to the forthcoming AGM, the Company purchases 230,823,618 Shares which represents the full ten per cent (10%) of its issued Shares (excluding Treasury Shares) and all 230,823,618 Shares will be cancelled or 213,995,418 of such Shares will be held as Treasury Shares while the remaining 16,828,200 of such Shares will be cancelled as it exceeds the Treasury Shares Limit.

In the case of On-Market Purchases by the Company and assuming that the Company purchases 230,823,618 Shares at the Maximum Price of S$0.0428 for each Share (being the price equivalent to 105% of the Average Closing Price of the Shares for the five (5) consecutive Market Days on which the Shares were traded on Catalist immediately preceding the Latest Practicable Date), the maximum amount of funds required for the purchase of 230,823,618 Shares is approximately S$9,879,251.

In the case of Off-Market Purchases by the Company and assuming that the Company purchases 230,823,618 Shares at the Maximum Price of S$0.0490 for each Share (being the price equivalent to 120% of the Average Closing Price of the Shares for the five (5) consecutive Market Days on which the Shares were traded on Catalist immediately preceding the Latest Practicable Date), the maximum amount of funds required for the purchase of 230,823,618 Shares is approximately S$11,310,357.

(c) *Source of funds for Share Buy Back*

Such Share purchases are funded solely by internal resources.

The financial effects pursuant to the renewed Share Buy Back Mandate on the Group and the Company, based on the audited consolidated financial results of the Group and the Company for FY2014 are set out below:-

(i) Purchases made entirely out of capital

	Group					
	Market Purchase			Off-Market Purchase		
(S$'000)	**Before Share Purchase**	**After Share Purchase**		**Before Share Purchase**	**After Share Purchase**	
As at 31 December 2014		**Purchased Shares cancelled**	**Purchased Shares held as Treasury Shares**		**Purchased Shares cancelled**	**Purchased Shares held as Treasury Shares**
Share Capital and Reserves	193,674	183,795	192,954	193,674	182,364	192,850
Treasury Shares	(3,049)	(3,049)	(12,208)	(3,049)	(3,049)	(13,535)
Total Shareholders' Equity	190,625	180,746	180,746	190,625	179,315	179,315
NTA	68,428	58,549	58,549	68,428	57,118	57,118
Net Asset Value	190,625	180,746	180,746	190,625	179,315	179,315
Current Assets	81,566	71,687	71,687	81,566	70,256	70,256
Currents Liabilities	35,209	35,209	35,209	35,209	35,209	35,209
Working Capital	46,357	36,478	36,478	46,357	35,047	35,047
Total Borrowings	16,179	16,179	16,179	16,179	16,179	16,179
Number of Shares ('000)	2,308,236	2,077,413	2,077,413	2,308,236	2,077,413	2,077,413
Financial Ratios						
NTA per Share (cents)	2.96	2.82	2.82	2.96	2.75	2.75
NAV per Share (cents)	8.26	8.70	8.70	8.26	8.63	8.63
Gearing (times)	0.08	0.09	0.09	0.08	0.09	0.09
Current Ratio (times)	2.32	2.04	2.04	2.32	2.00	2.00
Basic EPS (cents)	0.43	0.47	0.47	0.43	0.47	0.47

(S$'000)	Company					
	Market Purchase			Off-Market Purchase		
	Before Share Purchase	After Share Purchase		Before Share Purchase	After Share Purchase	
As at 31 December 2014		Purchased Shares cancelled	Purchased Shares held as Treasury Shares		Purchased Shares cancelled	Purchased Shares held as Treasury Shares
Share Capital and Reserves	197,248	187,369	196,528	197,248	185,938	196,424
Treasury Shares	(3,049)	(3,049)	(12,208)	(3,049)	(3,049)	(13,535)
Total Shareholders' Equity	194,199	184,320	184,320	194,199	182,889	182,889
NTA	193,844	183,965	183,965	193,844	182,534	182,534
Net Asset Value	194,199	184,320	184,320	194,199	182,889	182,889
Current Assets	9,044	(835)	(835)	9,044	(2,266)	(2,266)
Currents Liabilities	10,632	10,632	10,632	10,632	10,632	10,632
Working Capital	(1,588)	(11,467)	(11,467)	(1,588)	(12,898)	(12,898)
Total Borrowings	10,948	10,948	10,948	10,948	10,948	10,948
Number of Shares ('000)	2,308,236	2,077,413	2,077,413	2,308,236	2,077,413	2,077,413
Financial Ratios						
NTA per Share (cents)	8.40	8.86	8.86	8.40	8.79	8.79
NAV per Share (cents)	8.41	8.87	8.87	8.41	8.80	8.80
Gearing (times)	0.06	0.06	0.06	0.06	0.06	0.06
Current Ratio (times)	0.85	(0.08)	(0.08)	0.85	(0.21)	(0.21)
Basic EPS (cents)	0.46	0.47	0.47	0.46	0.47	0.47

(ii) Purchases made entirely out of profit

	Group					
	Market Purchase			Off-Market Purchase		
(S$'000)	Before Share Purchase	After Share Purchase		Before Share Purchase	After Share Purchase	
As at 31 December 2014		Purchased Shares cancelled	Purchased Shares held as Treasury Shares		Purchased Shares cancelled	Purchased Shares held as Treasury Shares
Share Capital and Reserves	193,674	183,795	192,954	193,674	182,364	192,850
Treasury Shares	(3,049)	(3,049)	(12,208)	(3,049)	(3,049)	(13,535)
Total Shareholders' Equity	190,625	180,746	180,746	190,625	179,315	179,315
NTA	68,428	58,549	58,549	68,428	57,118	57,118
Net Asset Value	190,625	180,746	180,746	190,625	179,315	179,315
Current Assets	81,566	71,687	71,687	81,566	70,256	70,256
Currents Liabilities	35,209	35,209	35,209	35,209	35,209	35,209
Working Capital	46,357	36,478	36,478	46,357	35,047	35,047
Total Borrowings	16,179	16,179	16,179	16,179	16,179	16,179
Number of Shares ('000)	2,308,236	2,077,413	2,077,413	2,308,236	2,077,413	2,077,413
Financial Ratios						
NTA per Share (cents)	2.96	2.82	2.82	2.96	2.75	2.75
NAV per Share (cents)	8.26	8.70	8.70	8.26	8.63	8.63
Gearing (times)	0.08	0.09	0.09	0.08	0.09	0.09
Current Ratio (times)	2.32	2.04	2.04	2.32	2.00	2.00
Basic EPS (cents)	0.43	0.47	0.47	0.43	0.47	0.47

(S$'000)	Company					
	Market Purchase			Off-Market Purchase		
	Before Share Purchase	After Share Purchase		Before Share Purchase	After Share Purchase	
As at 31 December 2014		Purchased Shares cancelled	Purchased Shares held as Treasury Shares		Purchased Shares cancelled	Purchased Shares held as Treasury Shares
Share Capital and Reserves	197,248	187,369	196,528	197,248	185,938	196,424
Treasury Shares	(3,049)	(3,049)	(12,208)	(3,049)	(3,049)	(13,535)
Total Shareholders' Equity	194,199	184,320	184,320	194,199	182,889	182,889
NTA	193,844	183,965	183,965	193,844	182,534	182,534
Net Asset Value	194,199	184,320	184,320	194,199	182,889	182,889
Current Assets	9,044	(835)	(835)	9,044	(2,266)	(2,266)
Currents Liabilities	10,632	10,632	10,632	10,632	10,632	10,632
Working Capital	(1,588)	(11,467)	(11,467)	(1,588)	(12,898)	(12,898)
Total Borrowings	10,948	10,948	10,948	10,948	10,948	10,948
Number of Shares ('000)	2,308,236	2,077,413	2,077,413	2,308,236	2,077,413	2,077,413
Financial Ratios						
NTA per Share (cents)	8.40	8.86	8.86	8.40	8.79	8.79
NAV per Share (cents)	8.41	8.87	8.87	8.41	8.80	8.80
Gearing (times)	0.06	0.06	0.06	0.06	0.06	0.06
Current Ratio (times)	0.85	(0.08)	(0.08)	0.85	(0.21)	(0.21)
Basic EPS (cents)	0.46	0.47	0.47	0.46	0.47	0.47

Notes:-

(1) The Average Closing Price of the Shares for the five (5) consecutive Market Days immediately preceding the Latest Practicable Date is S$0.0408.

(2) Total Borrowings means the aggregate amount of liabilities from the bank loans, bank overdrafts and finance lease liabilities.

(3) NTA per Share equals to Shareholders' funds less minority interests and intangible assets divided by the number of Shares.

(4) NAV per Share equals to net asset value divided by number of Shares.

(5) Gearing equals to total borrowings divided by total Shareholders' equity.

(6) Current ratio equals to current assets divided by current liabilities.

(7) Basic EPS equals to Group's profit attributable to Shareholders divided by number of Shares.

The financial effects set out above are for illustrative purposes only. Although the renewed Share Buy Back Mandate would authorise the Company to purchase up to ten per cent (10%) of the issued Shares (excluding Treasury Shares), the Company may not necessarily purchase or be able to purchase the entire ten per cent (10%) of the issued Shares (excluding Treasury Shares). In addition, the Company may cancel all or part of the Shares repurchased or hold all or part of the Shares repurchased in treasury, subject to the Treasury Shares Limit.

2.6 Take-over Implications under the Take-over Code

An increase in the percentage of voting rights held by a Shareholder and persons acting in concert with him, resulting from a purchase of Shares by the Company will be treated as an acquisition for the purposes of Rule 14 of the Take-over Code ("**Rule 14**"). Consequently, depending on the number of Shares at that time, a Shareholder or group of Shareholders acting in concert with each other could obtain or consolidate effective control of the Company and could become obliged to make a take-over offer under Rule 14.

Under the Take-over Code, persons acting in concert comprise individuals or companies who, pursuant to an agreement or understanding (whether formal or informal) co-operate through the acquisition by any of them of shares in a company to obtain or consolidate effective control of that company. Unless the contrary is established, the following persons will be presumed to be acting in concert, namely, (a) a company with any of its directors (together with their close relatives, related trusts as well as companies controlled by any of the directors, their close relatives and related trusts) and (b) a company, its parent, subsidiaries and fellow subsidiaries, and their associated companies and companies of which such companies are associated companies, all with each other. For this purpose, ownership or control of twenty per cent (20%) but not more than fifty per cent (50%) of the voting rights of a company will be regarded as the test of associated company status.

The circumstances under which Shareholders (including the Directors) and persons acting in concert with them respectively will incur an obligation to make a general offer under Rule 14 after a purchase of Shares by the Company are set out in Rule 14 and Appendix 2 of the Take-over Code. In general terms, the effect of Rule 14 and Appendix 2 of the Take-over Code is that, unless exempted, the Directors and persons acting in concert with them will incur an obligation to make a take-over offer for the Company under Rule 14 if, as a result of the Company purchasing its Shares, the voting rights of such Directors and their concert parties would increase to thirty per cent (30%) or more, or if the voting rights of such Directors and their concert parties fall between thirty per cent (30%) and fifty per cent (50%) of the Company's voting rights, the voting rights of such Directors and their concert parties would increase by one per cent (1%) in any period of six (6) months.

Under Appendix 2 of the Take-over Code, a Shareholder not acting in concert with the Directors will not be required to make a general offer under Rule 14 if, as a result of the Company purchasing its Shares, the voting rights of such Shareholder would increase to thirty per cent (30%) or more, or, if such Shareholder holds between thirty per cent (30%) and fifty per cent (50%) of the Company's voting rights, the voting rights of such Shareholder would increase by more than one per cent (1%) in any period of six (6) months. Such Shareholder need not abstain from voting in respect of the resolution authorising the renewed Share Buy Back Mandate.

One Organisation Limited ("**OOL**"), Wong Weng Hong, Wong Pang Kin, Fan Kwee Lan and Aathar Ah Tuk Henry (collectively, the "**Voting Parties**", and each a "**Voting Party**") had on 14 November 2008 entered into a voting agreement (the "**Voting Agreement**") pursuant to which the members of the Voting Parties agreed to vote (or cause to be voted) all the Shares in the Company owned by him, and any other voting securities of the Company (whenever acquired) and to direct the voting, in the same manner and in the same proportions as OOL for a period commencing from the date of the Voting Agreement to the date falling two (2) years from the date of the Voting Agreement or occurrence of a triggering event as set out in the Voting Agreement. Fan Kow Hin, Dr Jong Hee Sen and Aathar Ah Kong Andrew are considered parties in concert with the Voting Parties (collectively, the "**Former Concert Party Group**").

Under the Take-over Code, where a ruling has been made by the Securities Industry Council ("**SIC**") that a group of persons is or has been acting in concert, the SIC will require clear evidence to the contrary to rule that they are no longer acting in concert. Hence, notwithstanding the lapse of the Voting Agreement, the concert party presumption will continue to exist and accordingly, all of the above parties are still deemed as parties acting in concert.

As at the Latest Practicable Date, the details of the Former Concert Party Group and the relevant relationship are as follows:-

Relevant Relationship	**Number of Voting Shares**	**(%)**
Fan Kow Hin is a Shareholder of the Company (including 66,875,000 Shares held by One Organisation Pte Ltd ("OOPL") by virtue of his shareholding in OOPL)	210,525,560	9.12
Dr Jong Hee Sen is a Shareholder of the Company	137,795,702	5.97
One Organisation Limited is owned by Fan Kow Hin and his spouse, Chee Yin Meh	233,617,252	10.12
Wong Weng Hong is a former director of the Company	200	NM
Wong Pang Kin is the father of Wong Weng Hong	625	NM
Aathar Ah Tuk Henry is the brother of Aathar Ah Kong Andrew	3,444,000	0.15
Aathar Ah Kong Andrew is a Shareholder of the Company	201,485,333	8.73
Total	**786,868,672**	**34.09**

NM: Not meaningful

As at the Latest Practicable Date, the Former Concert Party Group has an aggregate interest in 786,868,672 Shares, representing 34.09% of the voting rights of the Company. Based on the shareholding of the Former Concert Party Group, in the event the Company undertakes Share buy backs under the renewed Share Buy Back Mandate up to the maximum number of ten per cent (10%) of the issued share capital of the Company as permitted by the renewed Share Buy Back Mandate (the "**Share Purchases**"), the shareholdings and voting rights of the Former Concert Party Group will increase from 34.09% to 37.88%. Under the Take-over Code, in the event that the aggregate shareholding and voting rights of the Former Concert Party Group increases by more than one per cent (1%) within a six-month period as a result of Share buy backs, the Former Concert Party Group will be required to make a general offer to the other Shareholders under Rule 14.1(b) of the Take-over Code.

Save as disclosed above, the Directors are not aware of any Shareholder or group of Shareholders acting in concert who may become obligated to make a mandatory offer in the event that the Directors exercise the power to purchase Shares pursuant to the renewed Share Buy Back Mandate.

Under Appendix 2 Share Buy-Back Guidance Note of the Take-over Code, the Former Concert Party Group will be exempted from the requirement under Rule 14 to make general offer for Shares held by other Shareholders in the event that the shareholdings of Former Concert Party Group increases by more than one per cent (1%) in any six (6)-month period as a result of any Share Buy Back carried out pursuant to the Share Buy Back Mandate, subject to the following conditions:-

(a) the resolution to approve the renewal of the Share Buy Back Mandate contains advice to the effect that by voting to approve the renewal of the Share Buy Back Mandate, Shareholders are waiving their rights to a general offer at the required price from the Former Concert Party Group and parties acting in concert with them; and the names of the Former Concert Party Group and parties acting in concert with them, and their voting rights as at the Latest Practicable Date and after the Share Purchases are disclosed in this Addendum;

(b) the resolution to approve the renewal of the Share Buy Back Mandate is approved by a majority of those Shareholders present and voting at the general meeting on a poll who could not become obliged to make a general offer for the Company as a result of the Share Purchases;

(c) the Former Concert Party Group and parties acting in concert with them abstain from voting for and recommending Shareholders to vote in favour of the resolution to approve the renewal of the Share Buy Back Mandate;

(d) Within 7 days after the passing of the resolution to authorise the renewal of the Share Buy Back Mandate, the Director of the Company, Mr Fan Kow Hin to submit to the SIC a duly signed form as prescribed by the SIC; and

(e) the Former Concert Party Group and parties acting in concert with them have not purchased and will not purchase any Shares between the date on which they know that the announcement of the renewed Share Buy Back Mandate is imminent and the earlier of:-

    (i) the date on which the authority of the renewed Share Buy Back Mandate expires; and

    (ii) the date on which the Company announces it has bought back such number of Shares as authorised by the renewed Share Buy Back Mandate or it has decided to cease buying back its Shares, as the case may be,

    if such acquisitions, taken together with the Share Purchases, would cause their aggregate voting rights in the Company to increase by more than one per cent (1%) in the preceding six (6) months.

If the Company ceases to buy back its Shares and the increase in the aggregate voting rights held by the Former Concert Party Group and parties acting in concert with them are less than one per cent (1%), the Former Concert Party Group and parties acting in concert with them may acquire further voting rights in the Company. However, any increase in their percentage voting rights in the Company as a result of the renewed Share Buy Back Mandate will be taken into account with any voting rights acquired by the Former Concert Party Group and parties acting in concert with them (by whatever means) in determining whether they have increased their voting rights by more than one per cent (1%) in any six-month period.

It should therefore be noted that approving the renewal of the Share Buy Back Mandate will constitute a waiver by the Shareholders in respect of their right to a general offer by the Former Concert Party Group and parties acting in concert with them at the required price, if Share Purchases by the Company results in the aggregate shareholding of the Former Concert Party Group and parties acting in concert with them to increase by one per cent (1%) or more in any six-month period. The voting rights of the Former Concert Party Group as at the Latest Practicable Date and in the event of the Share Purchases at the maximum of ten per cent (10%) of the issued share capital of the Company (excluding Shares held as Treasury Shares) are set out above in this Addendum.

Shareholders who are in doubt as to their obligations, if any, to make a mandatory general offer under the Take-over Code as a result of the Share Purchases by the Company are advised to consult their professional advisers and/or the SIC and/or other relevant authorities before they purchase any Shares in the Company during the period when the renewed Share Buy Back Mandate is in force.

Shareholders are advised that by voting in favour of the Ordinary Resolution 8 relating to the renewal of the Share Buy Back Mandate, they will be waiving their rights to a take-over offer at the required price from the Former Concert Party Group and parties acting in concert with them, who, as a result of the purchase of Shares by the Company pursuant to the renewed Share Buy Back Mandate, would increase their interest in the voting Shares of the Company.

2.7 Disclosure Requirements for Substantial Shareholders

Under the Securities and Futures Act (Chapter 289) ("**SFA**"), a person has a substantial shareholding in the Company if he has an interest (or interests) in one or more voting shares (excluding treasury shares) in the Company and the total votes attached to that share or those shares, is not less than 5.0% of the aggregate of the total votes attached to all voting shares (excluding treasury shares) in the Company ("**Substantial Shareholders**").

The SFA requires the Substantial Shareholders, or if they cease to be the Substantial Shareholders, to give notice to the Company, of particulars of the voting shares in the Company in which they have or had interest (or interests) and the nature and extent of that interest or those interests, and of any change in the percentage level of their interest.

In addition, the deadline for a Substantial Shareholder to make disclosure to the Company under the SFA is two Singapore business days after he becomes aware:

(a) that he is or (if he had ceased to be one) had been a Substantial Shareholder;

(b) of any change in the percentage level in his interest; or

(c) that he had ceased to be a Substantial Shareholder,

there being a conclusive presumption of a person being "aware" of a fact or occurrence at the time at which he would, if he had acted with reasonable diligence in the conduct of his affairs, have been aware.

Shareholders should note that a purchase of Shares by the Company may inadvertently cause the percentage shareholding of Shareholders, particularly Shareholders whose current holding of Shares is close to five per cent (5%) to become a Substantial Shareholder of the Company as defined under the Companies Act.

2.8 Taxation

Pursuant to Section 10J of the Income Tax Act, Chapter 134 of Singapore, where a company buys back its own shares and makes payment out of its contributed capital, it will not be regarded as a payment of dividends. Where a company buys back its own shares using its distributable profits, it is deemed as having paid a dividend to the shareholders from whom the shares are purchased.

Shareholders should note that the foregoing is not ought to be regarded as advice on the tax position of any Shareholder. Shareholders who are in doubt as to their respective tax positions or any such tax implications of Share buy backs by the Company or who may be subject to tax in a jurisdiction other than Singapore should consult their own professional advisors.

2.9 Interested Persons

The Company is prohibited from knowingly buying Shares on Catalist of the SGX-ST from an interested person, that is, a Director, the chief executive officer of the Company (or other executive officer of equivalent rank) or controlling Shareholder or any of their associate, and an interested person is prohibited from knowingly selling his Shares to the Company.

2.10 Reporting Requirements under the Companies Act

Within thirty (30) days of the passing of a Shareholders' resolution to approve the purchases of Shares by the Company, the Company shall lodge a copy of such resolution with the Accounting and Corporate Regulatory Authority ("**ACRA**"). Within thirty (30) days of a purchase of Shares on the Catalist of the SGX-ST or otherwise, the Company shall lodge with ACRA the notice of the purchase in the prescribed form, such notification including, *inter alia*, details of the purchase, the total number of Shares purchased by the Company, the total number of Shares cancelled, the number of Shares held as Treasury Shares, the Company's issued share capital before the purchase and after the purchase of Shares, the amount of consideration paid by the Company for the purchase, and whether the Shares were purchased out of the profits or the capital of the Company.

2.11 Catalist Rules

2.11.1 Under the Catalist Rules, a listed company is required to ensure that at least ten per cent (10%) of equity securities (excluding Treasury Shares, preference shares and convertible equity securities) in a class that is listed is held by public shareholders. As at the Latest Practicable Date, 1,521,098,336 Shares representing approximately 65.90% of the issued share capital of the Company are held in the hands of the public. Assuming that the Company purchases 230,823,618 Shares which represents the full ten per cent (10%) of its issued share capital as at the Latest Practicable Date from members of the public by way of a On-Market Purchase (excluding Treasury Shares) and of which 213,995,418 of such Shares will be held as treasury shares while the remaining 16,828,200 of such Shares will be cancelled as it exceeds the Treasury Shares Limit, the number of Shares held in the hands of the public would be reduced to 1,290,274,718 Shares, representing approximately 62.11% of the remaining issued share capital of the Company (excluding Treasury Shares).

Accordingly, the Company is of the view that there is a sufficient number of the Shares in issue held by public Shareholders which would permit the Company to undertake purchases of its Shares through On-Market Purchases up to the full ten per cent (10%) limit pursuant to the renewed Share Buy Back Mandate without adversely affecting the listing status of the Shares on Catalist of the SGX-ST, and that the number of Shares remaining in the hands of the public will not fall to such a level as to cause market illiquidity or to adversely affect orderly trading.

2.11.2 Under the Catalist Rules, a listed company may only purchase shares by way of a market acquisition at a price which is not more than five per cent (5%) above the average closing market price.The term average closing market price is defined as the average of the closing market prices of shares over the last five (5) Market Days, on which transactions in the shares were recorded, before the day on which purchases are made. The Maximum Price for a Share in relation to On-Market Purchases by the Company, referred to in Section 2.1 of this Addendum, conforms to this restriction.

Additionally, the Catalist Rules also specifies that a listed company shall report all purchases of its shares to the SGX-ST not later than 9.00 a.m.:-

(a) in the case of a On-Market Purchase, on the Market Day following the day of purchase of any of its shares; and

(b) in the case of an Off-Market Purchase under an equal access scheme, on the second Market Day after the close of acceptances of the offer.

Such announcement shall include, *inter alia*, details of the total number of Shares authorised for purchase, the date of purchase, the total number of Shares purchased, the purchase price per Share or (in the case of On-Market Purchases) the purchase price per Share or the highest price and lowest price per Share, the total consideration paid for the Shares and the number of issued Shares after purchase, in the form prescribed under the Catalist Rules.

While the Catalist Rules does not expressly prohibit any purchase of shares by a listed company during any particular time, because the listed company would be regarded as an "insider" in relation to any purchase of its issued shares, the Company will not undertake any purchase of Shares pursuant to the renewed Share Buy Back Mandate at any time after any matter or development of a price-sensitive nature has occurred or has been the subject of consideration and/or a decision of the Board until such price-sensitive information has been publicly announced. Further, in conformity with the best practices on dealing with securities under the Catalist Rules, the Company will not purchase any Shares through On-Market Purchases during the period commencing two (2) weeks before the announcement of the Company's financial statements for the first three (3) quarters of its financial year, or one (1) month immediately preceding the announcement of the Company's annual (full year) financial results.

2.12 Details of the Shares Bought by the Company in the Previous 12 Months

The Company did not purchase any Shares pursuant to the previous renewal of the Share Buy Back Mandate approved by Shareholders at the AGM on 29 April 2014 up to the Latest Practicable Date.

3. INTERESTS OF THE DIRECTORS AND/OR SUBSTANTIAL SHAREHOLDERS

The interests of the Directors and Substantial Shareholders in the Shares as at the Latest Practicable Date are set out below:-

	Direct Interest		Deemed Interest	
	Number of Shares	% of voting Shares	Number of Shares	% of voting Shares
Directors				
Fan Kow Hin[(1)]	–	–	444,142,812	19.24
Yeow Ming Ying	–	–	–	–
Kuek Chiew Hia	270,000	0.01	–	–
Pee Tong Lim	–	–	–	–
Syed Abu Bakar Bin S Mohsin Almohdzar	–	–	–	–
Sonny Yuen Chee Choong	–	–	–	–
Substantial Shareholders (other than Directors)				
Dr Jong Hee Sen[(2)]	17,127,607	0.74	120,668,095	5.23
One Organisation Limited[(3)]	–	–	233,617,252	10.12
Aathar Ah Kong Andrew[(4)]	768,046	0.03	204,161,287	8.85
Chee Yin Meh[(5)]	–	–	444,142,812	19.24

Notes:

(1) Fan Kow Hin is deemed interested in 233,617,252 Shares registered in the name of a nominee account for which the beneficiary is One Organisation Limited ("OOL") by virtue of his shareholding in OOL, 66,875,000 Shares registered in the name of a nominee account for which the beneficiary is One Organisation Pte Ltd ("OOPL"), by virtue of his shareholding in OOPL and 143,650,560 Shares registered in the name of a nominee account.

(2) Dr Jong Hee Sen is deemed to be interested in 120,668,095 Shares registered in the name of various nominee accounts.

(3) OOL is deemed to be interested in 233,617,252 Shares registered in the name of a nominee account.

(4) Aathar Ah Kong Andrew is deemed to be interested in 204,161,287 Shares in which 200,717,287 Shares registered in various nominee accounts and 3,444,000 Shares are held by his brother, Aathar Ah Tuk Henry.

(5) Chee Yin Meh is deemed to be interested in 444,142,812 Shares in which 143,650,560 Shares are registered in the name of a nominee account for which the beneficiary is Fan Kow Hin ("Spouse"), 233,617,252 Shares registered in the name of a nominee account for which the beneficiary is OOL by virtue of her and her Spouse's shareholdings in OOL, and 66,875,000 Shares registered in the name of a nominee account for which the beneficiary is OOPL by virtue of her Spouse's shareholdings in OOPL.

As at the Latest Practicable Date, the Former Concert Party Group held an aggregate interest of 34.09% in the total voting Shares of the Company.

Save as disclosed above, none of the Directors or Substantial Shareholders is related to one another in any way.

4. APPROVALS AND RESOLUTIONS

Shareholders' approval for the proposed renewal of the Share Buy Back Mandate is sought at the forthcoming AGM. The resolution relating to the proposed renewal of the Share Buy Back Mandate is contained in the Notice of AGM as Ordinary Resolution 8.

5. DIRECTORS' RECOMMENDATION

The Directors (other than Fan Kow Hin who have abstained from making a recommendation) are of the opinion that the proposed renewal of the Share Buy Back Mandate is in the best interest of the Company and they recommend that Shareholders vote in favour of the Ordinary Resolution 8 as set out in the Notice of AGM.

6. SHAREHOLDERS WHO SHOULD ABSTAIN FROM VOTING

The Former Concert Party Group and parties acting in concert with them shall abstain from voting in respect of the Ordinary Resolution 8 to be proposed at the forthcoming AGM. They shall also decline to accept appointment as proxies for any Shareholder to vote in respect of the said ordinary resolution unless the Shareholder concerned shall have given instructions in his proxy form as to the manner in which his votes are to be cast in respect of the Ordinary Resolution 8.

7. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Addendum and confirm after making all reasonable enquiries, that to the best of their knowledge and belief, this Addendum constitutes full and true disclosure of all material facts about the proposed renewal of the Share Buy Back Mandate, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this Addendum misleading. Where information in this Addendum has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this Addendum in its proper form and context.

Yours faithfully
For and on behalf of the Board of Directors of
Healthway Medical Corporation Limited

Fan Kow Hin
Executive Chairman