



ISEC HEALTHCARE LTD.

Company Registration Number: 201400185H
(Incorporated in Singapore on 2 January 2014)

ENTRY INTO A MEMORANDUM OF UNDERSTANDING

The Board of Directors (the “**Directors**”) of ISEC Healthcare Ltd. (the “**Company**”, and together with its subsidiaries, collectively the “**Group**”) wishes to announce that the Company had on 16 January 2016 entered into a non-binding memorandum of understanding (the “**MOU**”) with Hai Yen Anh Tran Company Limited (“**Hai Yen Group**”) and Dr Tran Hai Yen (“**Dr Yen**”) (collectively, the “**Parties**”), pursuant to which the Parties are desirous to operate and administer eye hospitals, ophthalmology centres and eye clinics (hereinafter referred to as the “**Project**”), and in relation thereof to establish and incorporate a joint stock company limited by shares under the laws of Vietnam under such name as shall be agreed upon by the Parties herein and approved by the relevant authorities in Vietnam (hereinafter referred to as the “**JV Company**”).

Hai Yen Group was founded in 2014 in Ho Chi Minh City, Vietnam. The principal activities of Hai Yen Group are the carrying on and operations of private eye clinics known as Hai Yen Eye Center (“**HYEC**”) in 31 A Nguyen Dinh Chieu, Dakao Ward, District 1, Ho Chi Minh City and affiliate centers. HYEC operates private eye clinics offering diagnostic and treatment in eye conditions ranging from cataract, refractive surgeries, oculoplastic procedures, cornea and conjunctiva, diabetic retinopathy, retinal detachment, age macular degeneration, glaucoma and general eye examination. Hai Yen Group is owned by Dr Yen and several individuals who are independent third parties. Dr Yen is a well-known LASIK surgeon in Vietnam with experience of handling more than 40,000 corneal laser refractive procedures since 2000 using state of the art technologies and equipment. She was the first Vietnamese refractive surgeon to perform EpiLASIK, PTK, FemtoLASIK, ReLEX smile and Corneal Raindrop Inlay in Vietnam.

Subject to the formalization of the business arrangement of the Project and the execution of a joint venture agreement and/or any other relevant agreements (collectively, the “**JV Agreement**”) between the Parties hereto, no binding agreement shall exist between the Parties until the Parties have finalized the business arrangement of the Project and executed the JV Agreement.

As agreed in the MOU and subject to the entry into the JV Agreement and formalization of the business arrangement of the Project, it is intended for the Company to hold an effective interest of 51% in the JV Company and for Hai Yen Group to hold the remaining 49% in the JV Company. In addition, the understanding between the Parties pursuant to the MOU includes the possible acquisition of assets and business of Hai Yen Group by the JV Company.

The MOU shall expire no later than nine (9) months from 16 January 2016 if the Parties do not enter into any formalised agreements, including but not limited to the JV Agreement.

The incorporation of the JV Company will be funded through internal resources of the Group and is not expected to have any material impact on the earnings per share or net tangible assets per share of the Group for the current financial year ending 31 December 2016.

None of the Directors or controlling shareholders of the Company has any interest, direct or indirect, in the abovementioned transaction (other than through their respective interests in the shares of the Company).

The Company will make the relevant update announcements in compliance with the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) Listing Manual Section B: Rules of Catalyst on the Project upon finalisation of the terms and conditions of the JV Agreement, including the establishment of the JV Company and acquisition of assets (if any).

As the MOU is non-binding and may or may not lead to the entry into any formalised agreements, shareholders and potential investors should exercise caution when trading in the Company's shares. Persons who are in doubt as to the action they should take should consult their legal, financial, tax or other professional advisers.

By Order of the Board

Dr Wong Jun Shyan
Executive Director and Chief Executive Officer
18 January 2016

*ISEC Healthcare Ltd. (the "**Company**") was listed on Catalist of the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") on 28 October 2014. The initial public offering of the Company (the "**IPO**") was sponsored by PrimePartners Corporate Finance Pte. Ltd. (the "**Sponsor**" or "**PPCF**").*

This announcement has been prepared by the Company and its contents have been reviewed by the Sponsor for compliance with the SGX-ST Listing Manual Section B: Rules of Catalist. The Sponsor has not verified the contents of this announcement.

This announcement has not been examined or approved by the SGX-ST. The Sponsor and the SGX-ST assume no responsibility for the contents of this announcement, including the accuracy, completeness or correctness of any of the information, statements or opinions made or reports contained in this announcement.

The contact person for the Sponsor is Ms Keng Yeng Pheng, Associate Director, Continuing Sponsorship, at 16 Collyer Quay, #10-00 Income at Raffles, Singapore 049318, telephone (65) 6229 8088.