



**ISEC HEALTHCARE LTD.**

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

---

## ENTRY INTO JOINT VENTURE AGREEMENT

---

### 1. INTRODUCTION

The Board of Directors (the “**Directors**”) of ISEC Healthcare Ltd. (the “**Company**”, and collectively with its subsidiaries, the “**Group**”) wishes to announce that its wholly-owned subsidiary, ISEC Global Pte. Ltd. (“**ISEC Global**”) has today entered into a joint venture agreement (the “**JVA**”) with 3 independent third parties, namely Next Tier International Company Limited (“**Next Tier**”), Daw Pyae Pyae Thein and Dr. Khin Khin Win (“**Dr Win**”) (collectively, the “**JV Partners**”) to incorporate and operate a joint venture company in Myanmar, which the JV Partners intend to name “ISEC Myanmar Co., Ltd.” (“**ISEC Myanmar**”) (the “**Joint Venture**”).

### 2. DETAILS OF THE JOINT VENTURE

#### 2.1. Business of ISEC Myanmar

The principal business of ISEC Myanmar will be to operate and administer ophthalmology centres providing medical consultations and services in Myanmar (“**Centres**”), beginning with establishing Centres in Yangon during the initial phase of the Joint Venture.

Pursuant to the JVA, ISEC Myanmar will apply for all requisite approvals, licences and permits required for the establishment, maintenance and operation of its businesses as soon as possible following incorporation.

#### 2.2. Capitalisation and Shareholding Proportion

The authorised share capital of ISEC Myanmar shall be US\$5,000,000 comprising 5,000,000 ordinary shares. In accordance with the terms of the JVA, the initial issued and paid-up share capital of ISEC Myanmar will be US\$200,000 comprising 200,000 issued and fully paid-up shares, and subsequently, the remaining issued and unpaid ordinary shares comprising 1,300,000 ordinary shares will become fully paid-up following capital contributions of US\$1,300,000 by the JV Partners pursuant to receipts by ISEC Myanmar of certain approvals (collectively, the “**Total Initial Capital Contributions**”), as further elaborated herein. The remaining issued and unpaid 3,500,000 ordinary shares will be fully paid-up subject to capital calls on the JV Partners at any time by the board of directors of ISEC Myanmar in respect of the monies unpaid, being US\$3,500,000.

The capitalisation and shareholding composition of ISEC Myanmar will be as follows:

<b>JV Partners</b>	<b>Total Initial Capital Contributions</b>	<b>Total issued and paid-up shares held following initial capital contributions</b>	<b>Total issued and unpaid shares held following initial capital contributions</b>	<b>Percentage shareholding</b>
<b>ISEC Global</b>	US\$765,000	765,000	1,785,000	51%
<b>Next Tier</b>	US\$495,000	495,000	1,155,000	33%
<b>Daw Pyae Pyae Thein</b>	US\$165,000	165,000	385,000	11%
<b>Dr Win</b>	US\$75,000	75,000	175,000	5%
<b>Total</b>	<u>US\$1,500,000</u>	<u>1,500,000</u>	<u>3,500,000</u>	<u>100%</u>

The Total Initial Capital Contribution of the JV Partners of US\$1,500,000 will be effected in three tranches as follows:

- (a) the first contribution being made upon receipt of the final incorporation certificate of ISEC Myanmar from the Directorate of Investment and Company Administration of Myanmar, and the completion of the opening of the bank account of ISEC Myanmar;
- (b) the second contribution being made on or before the earlier of the receipt of the pre-approval under the Private Health Care Law, or the submission of an investment application to the Myanmar Investment Commission (“**MIC**”); and
- (c) the third contribution being made on or before the earlier of the receipt of the approval from MIC, or the receipt of a private clinic licence.

Following the Incorporation, ISEC Myanmar will become a subsidiary of the Company.

### **3. DETAILS OF THE JV PARTNERS**

#### **3.1. ISEC Global**

ISEC Global is a wholly-owned subsidiary of the Group whose principal activity is investment holding, which includes investments in foreign corporations engaged in similar business activities of the Group. ISEC Global’s obligations in respect of ISEC Myanmar include providing technical knowledge and expertise in setting up Centres, training the employees and medical practitioners, and procuring trade and group discounts from medical equipment and pharmaceutical suppliers.

#### **3.2. Next Tier**

Next Tier is part of the Global Technology Group, which undertakes a diverse portfolio of businesses across technology, media & telecommunications, financial services, trading, real estate, and consultancy sectors. Next Tier’s obligations in respect of ISEC Myanmar include overseeing and leading all regulatory processes in connection with obtaining regulatory approvals required for the operation of the Centres.

Further information on Next Tier and Global Technology Group can be found at their respective websites, <http://www.nexttiermm.com> and <http://www.globaltechgroup.com.mm>.

### 3.3. Daw Pyae Pyae Thein

Daw Pyae Pyae Thein is a local partner whose obligations in respect of ISEC Myanmar include identifying suitable ophthalmologists and medical practitioners in Myanmar to join the Centres and providing knowledge and experience in setting up Centres.

### 3.4. Dr Win

Dr Win is a palliative care practitioner licensed to practise in Singapore. Her obligations in respect of ISEC Myanmar include identifying suitable ophthalmologists and medical practitioners in Myanmar to join the Centres and establishing good relationships between practitioners from Myanmar and outside of Myanmar.

## 4. **RATIONALE FOR THE JOINT VENTURE**

The Joint Venture allows the Group to take advantage of growing business opportunities in Myanmar, by expanding its existing business of operating ophthalmology centres into Myanmar and serves as referral centre for the Group for complicated cases and may offer patient treatment options in Malaysia and Singapore.

The Joint Venture allows the Group to expand “ISEC” branding in Yangon and further expand to other cities such as Mandalay, Nay Pyi Taw and Mawlamyine.

## 5. **FINANCIAL EFFECTS**

The Joint Venture 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 2018.

## 6. **INTERESTS OF DIRECTORS AND CONTROLLING SHAREHOLDERS**

Other than through their interests in the shares of the Company, none of the Directors or controlling shareholders of the Company has any interest, direct or indirect, in the Joint Venture.

## 7. **DOCUMENTS AVAILABLE FOR INSPECTION**

A copy of the JVA will be available for inspection by the shareholders of the Company, at the registered office of the Company during normal business hours for a period of three (3) months from the date of this announcement.

## 8. **FURTHER ANNOUNCEMENTS**

The Company will update shareholders as and when there are material developments in the context of the Joint Venture.

Dr Wong Jun Shyan  
Executive Director and Chief Executive Officer  
15 May 2018

---

*This announcement has been prepared by the Company and its contents have been reviewed by the PrimePartners Corporate Finance Pte. Ltd. (the “Sponsor”) for compliance with the Singapore*

*Exchange Securities Trading Limited (the "SGX-ST") Listing Manual Section B: Rules of Catalyst. 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 SGXST 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 Gillian Goh, Director, Head of Continuing Sponsorship (Mailing Address: 16 Collyer Quay, #10-00 Income at Raffles, Singapore 049318 and E-mail: sponsorship@ppcf.com.sg).*