

APPENDIX A DATED 7 APRIL 2022

THIS APPENDIX IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. PLEASE READ IT CAREFULLY.

If you are in any doubt as to the contents herein or as to any action you should take, you should consult your stockbroker, bank manager, solicitor, accountant, or any other professional adviser immediately.

Capitalised terms appearing but not defined on the cover of this Appendix bear the same meanings as ascribed to them in the section entitled "Definitions" of this Appendix.

This Appendix is circulated to the Shareholders of ISEC Healthcare Ltd. (the "**Company**") together with the annual report of the Company for the financial year ended 31 December 2021 ("**Annual Report**"). Its purpose is to provide Shareholders with the relevant information relating to the Proposed Appointment of Mazars (as defined in this Appendix) to be tabled at the annual general meeting of the Company (the "**AGM**") to be held via electronic means on 22 April 2022 at 3.00 p.m..

An ordinary resolution in respect of the Proposed Appointment of Mazars is included in the Notice of the AGM and the accompanying Proxy Form which are enclosed with the Annual Report.

If you have sold or transferred all your ordinary shares in the capital of the Company held through The Central Depository (Pte) Limited ("**CDP**"), you need not forward this Appendix to the purchaser or transferee as arrangements will be made by CDP for a separate Appendix to be sent to the purchaser or transferee. If you have sold or transferred all your ordinary shares in the capital of the Company represented by physical share certificate(s), you should immediately forward this Appendix with the Annual Report, the Notice of AGM and the accompanying Proxy Form to the purchaser or transferee, or to the bank, stockbroker or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee.

In line with the Alternative Arrangements Order (as defined below), Shareholders will not be able to attend the AGM in person. Instead, alternative arrangements have been put in place to allow Shareholders to participate at the AGM by (a) watching the AGM proceedings via "live" audio-and-video webcast or listening to the AGM proceedings via "live" audio-only stream; (b) submitting questions in advance of the AGM; and/or (c) voting by appointing the Chairman of the AGM as proxy at the AGM. Please refer to the Notice of AGM dated 7 April 2022 for further information, including the steps to be taken by Shareholders to participate at the AGM. Printed copies of this Appendix, the Notice of AGM and the accompanying Proxy Form will NOT be sent to the members. Instead, this Appendix, the Notice of AGM and Proxy Form will be sent to the members solely by electronic means via publication on the Company's corporate website at the URL www.isehealthcare.com and will also be available on the SGXNet (as defined below) at the URL <https://www.sgx.com/securities/company-announcements>.

This Appendix has been reviewed by the Company's sponsor, PrimePartners Corporate Finance Pte. Ltd. (the "**Sponsor**"). It has not been examined or approved by the Singapore Exchange Securities Trading Limited (the "**Exchange**") and the Exchange assumes no responsibility for the contents of this document, including the correctness of any of the statements or opinions made or reports contained in this document.

The contact person for the Sponsor is Ms. Gillian Goh, 16 Collyer Quay, #10-00 Income at Raffles, Singapore 049318, sponsorship@ppcf.com.sg.



ISEC HEALTHCARE LTD.

(Company Registration No. 201400185H)
(Incorporated in the Republic of Singapore)

APPENDIX TO SHAREHOLDERS

IN RELATION TO

THE PROPOSED APPOINTMENT OF MAZARS LLP AS AUDITORS

Important Dates and Times:

Last date and time for lodgement of Proxy Form	:	20 April 2022 at 3.00 p.m. (Singapore Time)
Date and time of Annual General Meeting	:	22 April 2022 at 3.00 p.m. (Singapore Time)
Place of Annual General Meeting	:	By way of electronic means

In light of the current COVID-19 situation and the related safe-distancing orders and/or regulations put in place in Singapore, Shareholders will not be able to attend the Annual General Meeting in person.

Please refer to the Notice of AGM for further information, including the steps to be taken by Shareholders to participate and vote at the AGM.

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DEFINITIONS

In this Appendix, the following definitions shall apply throughout unless the context otherwise requires:

“Accountants Act”	:	The Accountants Act 2004 of Singapore
“Alternative Arrangements Order”	:	COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020
“Annual Report”	:	The annual report of the Company for the financial year ended 31 December 2021
“Appendix”	:	This appendix A to Shareholders dated 7 April 2022
“Audit Committee”	:	The audit committee of the Company as at the date of this Appendix, comprising Mr. Chong Weng Hoe, Mr. Lim Wee Hann and Ms. Zhang Yongmei
“ACRA”	:	The Accounting and Corporate Regulatory Authority of Singapore
“AGM”	:	The annual general meeting of the Company to be convened and held via electronic means on 22 April 2022 at 3.00 p.m., notice of which is set out in the Notice of AGM
“Board”	:	The board of directors of the Company as at the date of this Appendix
“Catalist”	:	The Catalist of the SGX-ST, being the sponsor-supervised listing platform of the SGX-ST
“Catalist Rules”	:	The Listing Manual of the SGX-ST, Section B: Rules of Catalist, as amended, modified or supplemented from time to time
“CDP”	:	The Central Depository (Pte) Limited
“Companies Act”	:	Companies Act 1967 of Singapore, as amended, modified or supplemented from time to time
“Company”	:	ISEC Healthcare Ltd.
“Directors”	:	The directors of the Company as at the date of this Appendix
“Ernst & Young”	:	Ernst & Young LLP
“FY”	:	The financial year ended or ending 31 December

DEFINITIONS

“Group”	:	The Company and its subsidiaries
“Mazars”	:	Mazars LLP
“Notice of AGM”	:	The notice of AGM dated 7 April 2022 as set out on pages 122 to 129 of the Annual Report
“Proposed Appointment of Mazars”	:	The proposed appointment of Mazars as auditors of the Company
“Securities Account”	:	A securities account maintained by a Depositor with CDP but does not include a securities sub-account maintained with a Depository Agent
“SFA”	:	The Securities and Futures Act 2001 of Singapore
“SGXNet”	:	The SGXNet Corporate Announcement System, being a system network used by listed companies to send information and announcements to the SGX-ST or any other system networks prescribed by the SGX-ST
“SGX-ST”	:	Singapore Exchange Securities Trading Limited
“Shareholders”	:	Registered holders of Shares in the register of members of the Company except that where the registered holder is CDP, the term “Shareholders” shall, in relation to such Shares and where the context so admits, mean the Depositors whose Securities Accounts maintained with CDP are credited with Shares
“Shares”	:	Ordinary shares in the capital of the Company (and each a “Share”)
“Sponsor”	:	PrimePartners Corporate Finance Pte. Ltd.
“%” or “per cent.”	:	Percentage or per centum

The terms “**subsidiary**”, “**relevant intermediary**”, and “**treasury shares**” shall have the meaning ascribed to them respectively in the Companies Act.

The terms “**Depositor**”, “**Depository Agent**” and “**Depository Register**” shall have the meanings ascribed to them respectively in Section 81SF of the SFA.

Words importing the singular shall, where applicable, include the plural and *vice versa*, and words importing the masculine gender shall, where applicable, include the feminine and neuter genders and *vice versa*. References to persons shall, where applicable, include corporations.

DEFINITIONS

Any reference in this Appendix to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any word or term defined under the Companies Act, the SFA, the Catalist Rules or any modification thereof and used in this Appendix shall have the same meaning assigned to it thereunder, as the case may be, unless otherwise provided.

Any reference to a time of day in this Appendix is made by reference to Singapore time unless otherwise stated.

Any discrepancies in tables included herein (if any) between the amounts listed and the totals thereof are due to rounding. Accordingly, figures shown as totals in certain tables may not be an arithmetic aggregation of the figures that preceded them.

The headings in this Appendix are inserted for convenience only and shall be ignored in construing this Appendix.

Rajah & Tann Singapore LLP has been appointed as the legal adviser to the Company in relation to the Proposed Appointment of Mazars.

LETTER TO SHAREHOLDERS

ISEC HEALTHCARE LTD.
(Company Registration No. 201400185H)
(Incorporated in the Republic of Singapore)

Board of Directors:

Mr. Chong Weng Hoe (Non-Executive Chairman and Independent Director)
Dr. Lee Hung Ming (Executive Vice-Chairman)
Mr. Lim Wee Hann (Non-Executive and Independent Director)
Mr. Chen Bang (Non-Executive and Non-Independent Director)
Mr. Li Li (Non-Executive and Non-Independent Director)
Ms. Zhang Yongmei (Non-Executive and Non-Independent Director)

Registered Office:

101 Thomson Road
#09-04 United Square
Singapore 307591

7 April 2022

To: The Shareholders of the Company

Dear Sir/Madam

THE PROPOSED APPOINTMENT OF MAZARS LLP AS AUDITORS OF THE COMPANY

1 INTRODUCTION

- 1.1 The Company proposes to seek Shareholders' approval for the Proposed Appointment of Mazars at the AGM to be held via electronic means on 22 April 2022 at 3.00 p.m..
- 1.2 The purpose of this Appendix is to provide the Shareholders with relevant information relating to the Proposed Appointment of Mazars to be tabled at the AGM and to seek Shareholders' approval for the ordinary resolution number 7 relating to the same as set out in the Notice of AGM. The Notice of AGM is set out on pages 122 to 129 of the Annual Report.

2 THE PROPOSED APPOINTMENT OF MAZARS

2.1 Background and Rationale

The Company's existing auditor, Ernst & Young, was first appointed on 22 September 2016 and last re-appointed as auditor of the Company at the annual general meeting of the Company held on 21 April 2021, to hold office until the conclusion of the next AGM of the Company. Ernst & Young has served as auditor of the Company since the financial year ended 31 December 2016.

The Board assessed and reviewed the duration of the services provided by Ernst & Young and is of the view that as part of good corporate governance initiatives for the Company to benefit from fresh perspectives and views of another professional audit firm to enhance the value of audit, it is appropriate to consider a rotation of auditor while keeping the costs at a reasonable level given the Group's current level of activities and business. The quantum of fees saved from the rotation of auditor is expected to be around S\$40,000, which represents an approximately 20% reduction of the Group's audit fees. Accordingly, the Board is proposing that Mazars be appointed as auditor of the Company at the forthcoming AGM of the Company.

LETTER TO SHAREHOLDERS

The Board has determined, in consultation with the Audit Committee, that the scope of services proposed by Mazars suits the needs of the Company and the Group. The Board and the Audit Committee have considered various factors, including the adequacy of the resources, the audit engagements and the experience of Mazars, the number and experience of the supervisory and professional staff who will be assigned to the audit of the consolidated accounts of the Group and Mazar's proposed audit arrangements for the Company and are of the opinion that Mazars will be able to meet the audit requirements of the Company. There will be no material change in the scope and quality of audit services to be provided by Mazars, as compared to those currently provided by Ernst & Young. As such, the Board is proposing to appoint Mazars as auditor of the Company in place of Ernst & Young. The appointment of Mazars also provides an opportunity to align the auditors of the Company with Aier Eye International (Singapore) Pte. Ltd., a majority shareholder of the Company and is expected to better streamline and align audit processes of the Company.

Mazars has on 1 April 2022 given their written consent to act as auditors of the Company, subject to the approval of the Shareholders at the AGM.

The retirement of Ernst & Young and the appointment of Mazars as auditors of the Company will take effect upon the approval by the Shareholders at the AGM.

Following Shareholders' approval at the AGM of the resolution relating to the Proposed Appointment of Mazars, Mazars will also be appointed as auditors of the Singapore-incorporated subsidiaries of the Company, in place of Ernst & Young.

The Board wishes to express their appreciation for the past services rendered by Ernst & Young.

2.2 Compliance with Rule 712 of the Catalist Rules

In accordance with the requirements of Rule 712(3) of the Catalist Rules:

- (a) the outgoing auditor of the Company, Ernst & Young, via its professional clearance letter dated 31 March 2022 ("**Professional Clearance Letter**") has confirmed that they are not aware of any professional reasons why the new auditor, Mazars, should not accept appointment as auditor of the Company;
- (b) the Company confirms that there were no disagreements with Ernst & Young on accounting treatments within the last 12 months up to the date of this Appendix;
- (c) the Company confirms that it is not aware of any circumstances connected with the retirement of Ernst & Young and appointment of Mazars that should be brought to the attention of Shareholders which has not been disclosed in this Appendix;
- (d) the Company confirms that the specific reasons for the Proposed Appointment of Mazars are disclosed in Section 2.1 of this Appendix, and it is not due to the resignation of outgoing auditors declining to stand for election, or dismissed or directed by the SGX-ST to be replaced under Rule 305(1)(eb) of the Catalist Rules; and
- (e) the Company confirms that it complies with Rule 712 and Rule 715 of the Catalist Rules in relation to the appointment of Mazars as its new auditor.

LETTER TO SHAREHOLDERS

2.3 Compliance with Rule 715 of the Catalist Rules

Upon obtaining Shareholders' approval at the AGM of the Proposed Appointment of Mazars, Mazars will be appointed as the auditor of the Company as well as its Singapore-incorporated subsidiaries.

Pursuant to Rule 715(2) of the Catalist Rules, the Company must engage a suitable auditing firm for its significant foreign-incorporated subsidiaries and associated companies. As at the date of this Appendix, the Company's significant subsidiaries in Malaysia will be audited by overseas practices of Mazars and the Company has no significant associated companies. In the event that any of the remaining existing foreign entities are deemed to be significant foreign-incorporated subsidiaries and associated companies, Mazars will engage the relevant audit team located in the specific country with the respective local domain knowledge to audit their financials.

2.4 Information on Mazars

Mazars is an internationally integrated partnership, specialising in audit, accountancy, advisory, tax and legal services. Operating in 91 countries and territories around the world, they draw on the expertise of 40,400 professionals – 24,400 in the Mazars integrated partnership and 16,000 via the Mazars North America Alliance – to assist clients of all sizes at every stage in their development. Mazars takes pride in their technical expertise and the quality of their work, operating as one, integrated team.

Mazars Singapore is a firm of Chartered Accountants registered with ACRA and is an international audit and advisory firm committed to helping their clients confidently build and grow their businesses. With more than 245 professionals in Singapore, Mazars Singapore serves clients of all sizes across Asia-Pacific whilst remaining seamless and agile in their approach. The firm also works with clients of all sizes and providing a range of services to businesses and individuals in a variety of industries. It has significant experience acting as an auditor for companies listed on the SGX-ST.

For more information about Mazars, please visit its website at www.mazars.sg.

For the audit of the Group, the audit engagement team will comprise at least the following professionals: one (1) engagement partner, one (1) engagement concurring partner, one (1) engagement manager, one (1) audit senior and two (2) audit associates. In addition, the audit of the Group will also be reviewed by an independent engagement quality control review partner. Mr. Zhang Liang will be the audit engagement partner assigned to the audit of the Company and its Singapore subsidiaries. Mr. Zhang Liang is a practising member of the Institute of Singapore Chartered Accountants and a public accountant registered with ACRA. Mr. Zhang Liang has extensive experience over a span of more than fifteen years with public accounting firms in Singapore in a wide range of industries, such as advertising, manufacturing and distribution, trading, services, logistics, retail outlets, construction, non-profit organizations, plantation, education, investment companies, information technology, medical equipment, and healthcare, which is similar to the Group's business activities. Mr. Zhang Liang is currently the engagement partner of both Singapore listed and private companies with operations in various geographical locations including the People's Republic of China, Hong Kong, Malaysia, and Singapore.

LETTER TO SHAREHOLDERS

3 AUDIT COMMITTEE'S STATEMENT

The Audit Committee has reviewed and deliberated on Proposed Appointment of Mazars, and after taking into account the suitability of Mazars, the Company's audit requirements, the Audit Quality Indicators Disclosure Framework issued by ACRA and the requirements of the Catalist Rules, recommends the proposed appointment of Mazars as auditor of the Company in place of the outgoing auditor of the Company, Ernst & Young.

4 DIRECTORS' RECOMMENDATIONS

Having fully considered the rationale and benefit of the Proposed Appointment of Mazars and the Audit Committee's recommendations, the Directors are satisfied that Mazars will be able to meet the audit requirements of the Company and are of the opinion that the proposed appointment of Mazars as auditor of the Company is in the best interests of the Company. Accordingly, the Directors recommend that Shareholders vote in favour of the ordinary resolution in respect of the Proposed Appointment of Mazars to be proposed at the AGM.

5 DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Appendix and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this Appendix constitutes full and true disclosure of all material about the Proposed Appointment of Mazars, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this Appendix misleading.

Where information in this Appendix 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 Appendix in its proper form and context.

6 ACTION TO BE TAKEN BY SHAREHOLDERS

Shareholders will not be able to attend the AGM in person. Shareholders (whether individual or corporate) must appoint the Chairman of the AGM as his/her/its proxy at the AGM if such shareholder wishes to exercise his/her/its voting rights at the AGM. The proxy form can be (a) if submitted in hard copy and sent personally or by post, be deposited at the office of the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632; or (b) if by email, be submitted to the Company at isec.agm@gmail.com, in either case, by 3.00 p.m. on Wednesday, 20 April 2022, being not less than 48 hours before the time for holding the AGM.

In view of the current COVID-19 advisories issued by the relevant authorities in Singapore and the related safe distancing measures in Singapore, Shareholders are strongly encouraged to submit the completed proxy forms by way of electronic means via email.

For further information on the action to be taken by Shareholders in relation to the AGM, please refer to the Notice of AGM and the announcement on "Annual General Meeting to be held on 22 April 2022" dated 7 April 2022.

LETTER TO SHAREHOLDERS

7 DOCUMENTS AVAILABLE FOR INSPECTION

The following documents are available for inspection at the registered office of the Company at 101 Thomson Road, #09-04 United Square, Singapore 307591 during normal business hours from the date of this Appendix up to the date of the AGM:

- (a) the Constitution of the Company;
- (b) the annual report of the Company for the financial year ended 31 December 2021;
- (c) the Professional Clearance Letter issued by Ernst & Young to Mazars dated 31 March 2022; and
- (d) Mazar's letter to the Company in respect of their consent to act as auditor of the Company dated 1 April 2022.

Yours faithfully,
For and on behalf of the Board

ISEC Healthcare Ltd.

Mr. Chong Weng Hoe
Non-Executive Chairman and Independent Director

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