OUE HEALTHCARE LIMITED
(Company Registration No.: 201304341E)
(Incorporated in the Republic of Singapore)

SCHEME MEETING TO BE HELD ON 2 NOVEMBER 2026

RESPONSES TO SUBSTANTIAL AND RELEVANT QUESTIONS RECEIVED FROM A SCHEME SHAREHOLDER

1. INTRODUCTION

The Board of Directors (the "**Board**" or "**Directors**") of OUE Healthcare Limited (the "**Company**") refers to:

(a) the scheme document (the "**Scheme Document**") dated 16 October 2026 despatched electronically to the shareholders of the Company (other than the Offeror) (the "**Scheme Shareholders**") in relation to the proposed acquisition of all the issued and paid-up ordinary shares in the capital of the Company (the "**Shares**") (other than the Shares held by the Offeror) (the "**Scheme Shares**") by the Offeror from the Scheme Shareholders; and

(b) the notice of the Scheme Meeting dated 16 October 2026.

All capitalised terms used but not defined in this announcement (the "**Announcement**") shall have the meanings ascribed to them in the Scheme Document.

2. RESPONSES TO SUBSTANTIAL AND RELEVANT QUESTIONS RECEIVED FROM A SCHEME SHAREHOLDER

The Company would like to thank the Scheme Shareholder who submitted questions in advance of the Scheme Meeting. Please refer to the Appendix for the Company's responses to the substantial and relevant questions received from the Scheme Shareholder.

3. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors (including any who may have delegated detailed supervision of the preparation of this Announcement) have taken all reasonable care to ensure that the facts stated and all opinions expressed in this Announcement which relate to the Company are fair and accurate and that there are no other material facts not contained in this Announcement, the omission of which would make any statement in this Announcement misleading. The Directors jointly and severally accept responsibility accordingly.

Where any information has been extracted or reproduced from published or otherwise publicly available sources, the sole responsibility of the Directors has been to ensure that, through reasonable enquiries, such information is accurately extracted from such sources or, as the case may be, reflected or reproduced in this Announcement.

By Order of the Board

Mr. Yet Kum Meng
Chief Executive Officer and Executive Director

27 October 2026

*This announcement 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 announcement, including the correctness of any of the statements or opinions made or reports contained in this announcement.*

The contact person for the Sponsor is Ms. Foo Jien Jieng, 16 Collyer Quay, #10-00 Collyer Quay Centre, Singapore 049318, sponsorship@ppcf.com.sg.

APPENDIX

RESPONSES TO SUBSTANTIAL AND RELEVANT QUESTIONS RECEIVED FROM A SCHEME SHAREHOLDER

Question 1.

Please provide further information on RHT Capital Pte. Ltd.'s prior engagements, if any, with the Offeror and/or OUE Limited, the process for its appointment as the Independent Financial Adviser ("IFA") for the Scheme, the involvement of the Independent Directors in the appointment process, and the considerations taken into account in assessing its independence.

The Securities Industry Council ("**SIC**") had confirmed, amongst other rulings, that the Company is to appoint an independent financial adviser to advise on the Scheme. RHT Capital Pte. Ltd. ("**RHT Capital**") was subsequently appointed as the IFA pursuant to Rule 1308(2) of the Catalist Rules and the Singapore Code on Take-overs and Mergers.

RHT Capital's role in this transaction is specifically to independently assess the terms of the Scheme and advise the Recommending Director for the purposes of making his recommendation to Scheme Shareholders on the Scheme.

As part of the selection process, proposals were invited from various financial advisory firms. Following an evaluation of the proposals received, two firms were shortlisted for further consideration. The management of the Company prepared a board memorandum containing proposals submitted by parties interested in the role, and recommended to the Audit and Risk Committee of the Company ("**ARC**") that RHT Capital be appointed as IFA in connection with the Scheme, having taken into account factors including its recent experience in handling similar cases and composition of the team members assigned to the proposed appointment. After due consideration, the ARC recommended to the Board that RHT Capital be appointed as the IFA, and the appointment of RHT Capital was subsequently approved by the Board.

In selecting RHT Capital as the IFA in connection with the Scheme, the Board referred to, among other things, (i) the Guidelines on Independent Financial Advisers issued by Singapore Exchange Regulation on 3 July 2023; and (ii) the public statement on the requirement for independent advice on take-over offers issued by the SIC on 7 August 2002. Having considered the relevant requirements, the Board was satisfied that RHT Capital is independent and suitable for appointment as the IFA in connection with the Scheme.

The IFA Letter in Appendix 2 to the Scheme Document sets out RHT Capital's terms of reference and makes clear that its evaluation and opinion are its own.

Question 2.

Please explain the basis for appointing Mr Richard Tan Chuan Lye as the Recommending Director for the Scheme, given that he was appointed to the Board on 3 June 2026, and how the recommendation process took into account the value of the Group and its underlying assets.

Mr Richard Tan was appointed as an Independent and Non-Executive Director of the Company with effect from 3 June 2026.

As part of the process leading to his appointment, Mr Richard Tan was shortlisted by the Nominating and Remuneration Committee of the Company ("**NRC**"), and underwent an interview with the Company's Sponsor. The NRC considered, among other things, his qualifications, experience, independence and suitability for appointment. Following its assessment, the NRC was satisfied that Mr Richard Tan was independent and possessed the requisite experience and competencies to discharge his responsibilities as an Independent and Non-Executive Director. His previous tenure as an Independent Director of First REIT had been taken into account in the NRC's suitability assessment.

For the purposes of the Scheme, Mr Richard Tan is the Director considered independent for the purposes of making a recommendation to Scheme Shareholders and is therefore appointed as the sole Recommending Director.

None of the other Directors made a recommendation on the Scheme to the Scheme Shareholders for the reasons as detailed in paragraph 11.1 of the Letter to Scheme Shareholders. In particular, Ms Usha Ranee Chandradas, the other Independent Director of the Company, is also an Independent Director of OUE REIT Management Pte. Ltd. Both the Offeror and OUE REIT Management Pte. Ltd. are wholly-owned subsidiaries of OUE Limited. Accordingly, she may face, or may reasonably be perceived to face, a conflict of interest which would render it inappropriate for her to participate in making a recommendation to the Scheme Shareholders on the Scheme. In view of the foregoing, in accordance with the SIC Confirmations as set out in paragraph 6.2 of the Letter to Scheme Shareholders, the SIC had confirmed that Ms Usha Ranee Chandradas is exempted from the requirement under Rule 24.1 of the Code to make a recommendation on the Scheme to Scheme Shareholders.

In making his recommendation, Mr Richard Tan considered the Scheme on its own merits and was supported by the independent assessment and advice of RHT Capital, as the appointed IFA to advise him in his capacity as the Recommending Director in connection with the Scheme. In carrying out its assessment, the IFA considered a broad range of factors, including the Group's historical financial performance and position, historical share price and trading liquidity, NAV and Adjusted NAV, comparable-company valuations, precedent privatisation transactions, the estimated range of values of the Shares, and other relevant considerations.

Having carefully considered the terms of the Scheme and the advice of the IFA in the IFA Letter, Mr Richard Tan exercised his own independent judgement, concurred with the IFA's recommendation and recommends that Scheme Shareholders vote in favour of the Scheme at the Scheme Meeting.