

# VOLUNTARY CONDITIONAL CASH PARTIAL OFFER

by



## PRIMEPARTNERS CORPORATE FINANCE PTE. LTD.

(Incorporated in Singapore)  
(Company Registration No.: 200207389D)

for and on behalf of

## MEDEZE TREASURY PTE. LTD.

(Incorporated in Singapore)  
(Company Registration No.: 202115843M)

to acquire 25,630,774 of the Shares in the capital of

## CORDLIFE GROUP LIMITED

(Incorporated in Singapore)  
(Company Registration No.: 200102883E)

other than those already owned, controlled or agreed to be acquired by the  
Offeror and the Concert Parties,

which when aggregated with MT Shares would represent approximately 10.68%  
of the total number of Shares (excluding treasury shares) as at the Record Date

## DESPATCH OF ENTITLEMENT NOTIFICATION LETTER

### 1. INTRODUCTION

1.1. PrimePartners Corporate Finance Pte. Ltd. ("**PPCF**") refers to:

- (a) the offer announcement dated 13 May 2025 ("**Offer Announcement**") in relation to the voluntary conditional cash partial offer ("**Partial Offer**") issued by PPCF, for and on behalf of Medeze Treasury Pte. Ltd. ("**Offeror**"), to acquire 25,630,774 issued and paid-up ordinary shares ("**Shares**") in the capital of Cordlife Group Limited ("**Offeree**") (other than those already owned, controlled or agreed to be acquired by the Offeror and parties acting or deemed to be acting in concert with the Offeror in connection with the Partial Offer (the "**Concert Parties**")) which, when aggregated with the MT Shares would represent approximately 10.68% of the total number of Shares

(excluding treasury shares) as at the Record Date in accordance with Rule 16 of the Singapore Code on Take-overs and Mergers;

- (b) the clarification announcement dated 26 May 2025 in relation to the Partial Offer; and
- (c) the formal offer document ("**Offer Document**") dated 28 May 2025, issued for and on behalf of the Offeror, in relation to the Partial Offer.

- 1.2. Unless otherwise defined herein, all capitalised terms used in this announcement shall have the same meanings ascribed to them in the Offer Document.
- 1.3. Electronic copies of the Offer Announcement, Offer Document, Acceptance Forms and related documents are available for download at <https://www.sgx.com/>.

## 2. ENTITLEMENT NOTIFICATION LETTER

- 2.1. PPCF wishes to announce, for and on behalf of the Offeror, that a letter ("**Entitlement Notification Letter**") has today been despatched to Offer Shareholders to notify them, *inter alia*, of (i) the number of Shares held as at the Record Date in respect of which they are entitled to accept the Partial Offer; and (ii) their Relevant Percentage Offer Shares.
- 2.2. An Offer Shareholder may accept fully or partially the Partial Offer in respect of his Offer Shares held by such Offer Shareholder as at the Record Date. The minimum entitlement of each Offer Shareholder shall be the Relevant Percentage Offer Shares. An Offer Shareholder shall be entitled to tender for acceptance under the Partial Offer (i) any or all of the Relevant Percentage Offer Shares; and (ii) any Offer Shares held as at the Record Date in excess of his Relevant Percentage Offer Shares. This entitlement is not transferable.
- 2.3. The Entitlement Notification Letter is for information purposes only. **Offer Shareholders who wish to accept the Partial Offer should complete and return the Form of Acceptance and Authorisation for Offer Shares and/or the Form of Acceptance and Transfer for Offer Shares (as the case may be), so as to arrive not later than 5.30 p.m. (Singapore time) on the Closing Date (as defined below).**

## 3. CLOSING DATE

- 3.1. Acceptances of the Partial Offer must be **received by the close of the Partial Offer at 5.30 p.m. (Singapore time) on 25 June 2025** or such later date(s) as may be announced from time to time by or on behalf of the Offeror (the "**Closing Date**").
- 3.2. **As stated in Paragraph 1.3 of Appendix 1 to the Offer Document, the Offeror is not obliged to extend the Partial Offer if its conditions are not fulfilled by the Closing Date.**
- 3.3. **If the Partial Offer fails to become unconditional in accordance with its terms by the Closing Date, except with the consent of the Securities Industry Council, none of the Offeror and its Concert Parties will be able to make a subsequent offer for the Offeree within 12 months from the Closing Date.**

#### **4. REQUEST FOR OFFER DOCUMENT, ACCEPTANCE FORMS AND RELATED DOCUMENTS**

- 4.1. **Non-receipt of Entitlement Notification Letter.** If you are a Shareholder holding Shares in scripless form as at the Record Date and have not received the Entitlement Notification Letter within one week of the date of this announcement, please contact CDP immediately at the address and telephone number set out in **paragraph 4.2** below during normal business hours up to the Closing Date.
- 4.2. **Non-receipt of Offer Document.** If you are a Shareholder and have not received the Offer Document and the applicable Acceptance Form(s), please contact CDP (if you are a depositor) or In.Corp Corporate Services Pte. Ltd. (if you are a scrip holder), as the case may be, immediately at the addresses and telephone numbers set out below during normal business hours up to the Closing Date:

**The Central Depository (Pte) Limited**

Privy Box No. 920764  
Singapore 929292  
Telephone: +65 6535 7511

**In.Corp Corporate Services Pte. Ltd.**

36 Robinson Road  
#20-01 City House  
Singapore 068877  
Telephone: +65 6990 8220

- 4.3. **Copies of the Offer Document.** Offer Shareholders (including Overseas Shareholders) (subject to compliance with applicable laws) may obtain copies of the Offer Document, the Acceptance Forms and any related documents, during normal business hours up to 5.30 p.m. (Singapore time) on the Closing Date from In.Corp Corporate Services Pte. Ltd. (if he is a scrip holder) at 36 Robinson Road, #20-01 City House, Singapore 068877 or from The Central Depository (Pte) Limited (if he is a depositor) by submitting a request to CDP via phone (+65 6535 7511) or email services ([asksgx@sgx.com](mailto:asksgx@sgx.com)) or by post to The Central Depository (Pte) Limited at Privy Box No. 920764, Singapore 929292.

#### **5. INFORMATION FOR OVERSEAS SHAREHOLDERS**

Overseas Shareholders

- 5.1. The Offer Document, the Acceptance Forms and/or any related documents do not constitute an offer to sell or the solicitation of an offer to subscribe for or buy any security, nor is it a solicitation of any approval, nor shall there be any sale, issuance or transfer of the securities referred to in the Offer Document, the Acceptance Forms and/or any related documents, in each case in any jurisdiction in contravention of applicable law. The Partial Offer is not being made into any jurisdiction in which the making or acceptance of the Partial Offer would not be in compliance with the laws of such jurisdiction.
- 5.2. Where there are potential restrictions on sending the Offer Document (including the Acceptance Forms and/or any related documents) to any overseas jurisdictions, requirements imposed by the relevant regulatory body or stock exchange in such overseas jurisdictions or where it may not be expedient to do so, the Offeror and PPCF each

reserves the right not to send the Offer Document, the Acceptance Forms and/or any related documents to such overseas jurisdictions. The availability of the Partial Offer to Offer Shareholders whose addresses are outside Singapore as shown in the register of Shareholders of the Offeree or, as the case may be, in the records of CDP (collectively, **"Overseas Shareholders"**) may be affected by the laws of the relevant overseas jurisdictions. Accordingly, Overseas Shareholders should inform themselves about, and observe, any applicable legal requirements in their own jurisdictions.

- 5.3. **For the avoidance of doubt, the Partial Offer will be open to all Offer Shareholders, including those to whom the Offer Document (including the Acceptance Forms and/or any related documents) have not been, or will not be, sent.**

Copies of Acceptance Forms and/or any related documents

- 5.4. An Overseas Shareholder may, nonetheless, obtain copies of the Acceptance Forms and/or any related documents, during normal business hours and up to the Closing Date, from the Offeror through: (i) if he is a depositor, its receiving agent, CDP, by submitting a request to CDP via phone (+65 6535 7511) during their operating hours or email services ([asksgx@sgx.com](mailto:asksgx@sgx.com)) for the Acceptance Form and/or any related documents to be sent to an address in Singapore by ordinary post at the relevant Overseas Shareholder's own risk; or (ii) if he is a scrip holder, In.Corp Corporate Services Pte. Ltd. (the **"Registrar"** or **"Receiving Agent"**) in person at its office located at 36 Robinson Road, #20-01 City House, Singapore 068877.

Overseas Jurisdiction

- 5.5. It is the responsibility of any Overseas Shareholder who wishes (i) to request for the Offer Document (including the Acceptance Forms) and/or any related documents; and/or (ii) to accept the Partial Offer, to satisfy himself as to the full observance of the laws of the relevant jurisdictions in that connection, including the obtaining of any governmental or other consent which may be required, or compliance with other necessary formalities or legal requirements, or the payment of any taxes, imposts, duties or other requisite payments due in such jurisdiction. Such Overseas Shareholders shall be liable for the payment of any taxes, imposts, duties or other requisite payments payable and the Offeror and any person acting on its behalf (including PPCF, CDP and the Registrar/Receiving Agent) shall be fully indemnified and held harmless by such Overseas Shareholder for any such taxes, imposts, duties or other requisite payments that may be required to be paid and the Offeror shall be entitled to set-off any such amounts against any sum payable to the Overseas Shareholder pursuant to the Partial Offer.
- 5.6. In (i) requesting for the Offer Document (including the Acceptance Forms) and/or any related documents; and/or (ii) accepting the Partial Offer, the Overseas Shareholder represents and warrants to the Offeror, PPCF, CDP and the Registrar/Receiving Agent that he is in full observance of the laws of the relevant jurisdiction in that connection, and that he is in full compliance with all necessary formalities or legal requirements.
- 5.7. **If any Overseas Shareholder is in any doubt about his position, he should consult his professional adviser in the relevant jurisdiction. All Overseas Shareholders should inform themselves about, and observe, any applicable legal requirements in their own jurisdictions.**

## Notice

- 5.8. The Offeror and PPCF each reserves the right to notify any matter, including the fact that the Partial Offer has been made, to any or all Shareholders (including Overseas Shareholders) by announcement to the SGX-ST or paid advertisement in a daily newspaper published and circulated in Singapore, in which case, such notice shall be deemed to have been sufficiently given notwithstanding any failure by any Shareholder to receive or see such announcement or advertisement.

## **6. INFORMATION RELATING TO CPFIS INVESTORS AND SRS INVESTORS**

- 6.1. CPFIS Investors and SRS Investors should receive further information on how to accept the Partial Offer from their respective CPF Agent Banks and SRS Agent Banks (as the case may be) directly. CPFIS Investors and SRS Investors are advised to consult their respective CPF Agent Banks and SRS Agent Banks (as the case may be) should they require further information, and if they are in any doubt as to the action they should take, CPFIS Investors and SRS Investors should seek independent professional advice.
- 6.2. CPFIS Investors and SRS Investors who wish to accept the Partial Offer are to reply to their respective CPF Agent Banks and SRS Agent Banks (as the case may be) by the deadline stated in the letter from their respective CPF Agent Banks and SRS Agent Banks (as the case may be). Subject to the Partial Offer becoming or being declared to be unconditional in all respects in accordance with its terms, CPFIS Investors and SRS Investors who validly accept the Partial Offer will receive the payment for their Offer Shares in their respective CPF investment accounts and SRS investment accounts (as the case may be).

## **7. INDEPENDENT ADVICE**

- 7.1. PPCF is acting for and on behalf of the Offeror and does not purport to advise Shareholders or any other person. In preparing the Offer Document, neither the Offeror nor PPCF has had regard to the general or specific investment objectives, tax positions, risk profiles, financial situation or particular needs and constraints of any individual Shareholder. If you are in any doubt as to the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant, tax adviser or other professional adviser immediately.
- 7.2. The views of the Independent Directors of the Offeree and the independent financial adviser to the Independent Directors have been made available to Offer Shareholders in a circular published by the Offeree dated 11 June 2025 ("**Offeree Circular**"). Offer Shareholders may wish to refer to the Offeree Circular for details.

## **8. RESPONSIBILITY STATEMENT**

- 8.1. The Directors (including any director 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 are fair and accurate and that no material facts have been omitted from this announcement, and they jointly and severally accept responsibility accordingly.

- 8.2. Where any information has been extracted or reproduced from published or otherwise publicly available sources (including, without limitation, in relation to the Offeree), the sole responsibility of the Directors has been to ensure through reasonable enquiries that such information is accurately extracted from such sources or, as the case may be, reflected or reproduced in this announcement.

Issued by

**PrimePartners Corporate Finance Pte. Ltd.**

For and on behalf of

**Medeze Treasury Pte. Ltd.**

16 June 2025

Singapore

*Any inquiries relating to the Offer Document or the Partial Offer should be directed during office hours to PrimePartners Corporate Finance Pte. Ltd. at 16 Collyer Quay, #10-00 Collyer Quay Centre, Singapore 049318 or by email to [PPCF-ProjectMultiply@ppcf.com.sg](mailto:PPCF-ProjectMultiply@ppcf.com.sg).*