

ENTRY INTO STRATEGIC ALLIANCE AGREEMENT

1. INTRODUCTION

The board of directors (the “**Board**” or “**Directors**”) of Clearbridge Health Limited (the “**Company**”, and together with its subsidiaries, the “**Group**”) wishes to announce that the Company has, on 6 June 2025, entered into a strategic alliance agreement (the “**Agreement**”) with Guangdong Amoreneg Medicine Research and Development Co. Ltd. (“**GAMRD**”), pursuant to which:

- (a) the Company intends to appoint GAMRD as a consultant to provide advisory services in relation to the Group’s proposed establishment of a peripheral blood mononuclear cells (“**PBMCs**”) processing and cryogenic storage facility (“**Facility**”); and
- (b) GAMRD intends to appoint an entity within the Group, to be designated by the Company, to serve as GAMRD’s first distributor of the Products (as defined herein) in the Territories (as defined herein).

2. INFORMATION RELATING TO GAMRD

- 2.1 GAMRD is a company incorporated in China, with its registered office located at 3A-1302, Hengtaiyu Building, Fenghuang Subdistrict, Guangming District, Shenzhen City, Guangdong Province. GAMRD is an associated company of Amogene Biotech (Xiamen) Co., Ltd. (“**ABX**”), a company incorporated in China. GAMRD and ABX (collectively, the “**Amogene Group**”) are primarily engaged in the research and development of regenerative medicine through the application of high-throughput sequencing, bioinformatics services, and medical bioinformatics. The Amogene Group has collaborated with Xiamen University on a horizontal research project on the development of a third-generation regenerative biological material, specifically, injectable stem cell-engineered extracellular matrices.
- 2.2 In June 2022, the Amogene Group obtained exclusive authorisation from iXCells Biotechnologies USA Inc (“**iXCells**”) to act as its sole agent for the distribution of iXCells’ products within China. iXCells is a cell technology company incorporated in the United States of America (“**USA**”) and is engaged in the provision of innovative preclinical drug discovery solutions. iXCells specializes in the provision of disease-related cell models, offering technology and services to the academic, biotechnology and pharmaceutical sectors with the objective of accelerating the drug discovery process. Through its collaboration with iXCells and access to its cell engineering technologies and products, the Amogene Group has established a foundation for the development of the Amogene Group’s regenerative medicine products.

3. PRINCIPAL TERMS OF THE AGREEMENT

3.1 Appointment of GAMRD as a consultant for the Facility

- 3.1.1 The Group intends to establish the Facility in Hong Kong, which shall comply with the current Good Manufacturing Practice (“**cGMP**”) regulations enforced by the Food and Drug

Administration of the United States of America. The Facility is intended to serve the Group's client by facilitating the retrieval of cryopreserved PBMCs for manipulation or for bioengineering in connection with approved clinical applications or cellular therapies.

- 3.1.2 The Company intends to appoint GAMRD, and GAMRD has expressed its willingness to being appointed, to act in the capacity of a consultant in relation to the requisite cGMP-compliant technologies for the processing and cryopreservation of PBMCs, in which such consulting services shall include, *inter alia*, advice on the sourcing of, use and exploitation of the requisite cGMP-compliant technologies to facilitate the Group's establishment of the Facility (the "**Consultancy Services**"). The Consultancy Services shall be provided to such entity within the Group as designated by the Company, from time to time.

3.2 **Appointment of the Company as distributor for the Products**

- 3.2.1 GAMRD intends to establish a distribution network within Asia (excluding China) (the "**Territories**") for its portfolio of clinical and medical products, including GAMRD's proprietary stem cell products (the "**Products**"), to complement the growth of its distribution operations in China.
- 3.2.2 GAMRD intends to appoint such entity within the Group to be designated by the Company (the "**Distributor Entity**") to serve as GAMRD's first distributor in the Territories for the long-term commercial distribution of the Products. In connection with such distributorship, the Company shall procure the Distributor Entity to undertake the sales and marketing, the logistical arrangement of warehousing and freight, the registration of the Products, advising on the registration requirements of the Products with various regulatory agencies, and the after-sales management for the Products.
- 3.2.3 This distributorship granted to the Distributor Entity shall be on an exclusive basis for a period of three (3) years from the successful registration of the relevant Product in the relevant Territories, subject to certain confidential terms and conditions.

3.3 **Term and Termination**

The Agreement shall be for an initial term of five (5) years from 6 June 2025, being the effective date of the Agreement, and may be renewed upon mutual agreement between the Company and GAMRD. The Agreement may be terminated by either party providing the other party with not less than 60 days' prior written notice of termination.

3.4 **Governing Law and Dispute Resolution**

- 3.4.1 The Agreement shall be governed by and construed in accordance with the laws of Singapore.
- 3.4.2 Any dispute arising out of or in connection with the Agreement, including any question regarding its existence, validity or termination, shall be referred to and finally resolved by arbitration administered by the Singapore International Arbitration Centre ("**SIAC**") in connection with the arbitration rules of the SIAC for the time being in force, which rules are deemed to be incorporated by reference in this clause. The seat of the arbitration shall be Singapore. The tribunal shall consist of one (1) arbitrator. The language of the arbitration shall be in English.

4. RATIONALE FOR THE COMPANY'S ENTRY INTO THE AGREEMENT

- 4.1 The Group intends to establish the Facility as part of its vision to offer personalized precision medicine to its clients and to potentially synergize with other related business offerings that may be undertaken by the Group in the future. With GAMRD's in-depth expertise in regenerative medicine, which includes expertise in the establishment of PMBCs processing and cryogenic storage facilities, the Company's engagement of GAMRD as a consultant is expected to accelerate the proposed establishment of the Facility for the Group.
- 4.2 The Agreement also provides the Group with an opportunity to generate additional revenue streams through the distribution of the Products, taking into consideration the existing market traction achieved by the Products in China and the Products' potential to gain similar traction in the Territories.
- 4.3 Based on the aforementioned, the Board is of the view that the Company's entry into the Agreement is in the best interests of the Company and its shareholders.

5. INTERESTS OF DIRECTORS AND CONTROLLING SHAREHOLDERS

None of the Directors and their respective associates, and to the best of the knowledge of the Directors, none of the substantial shareholders, as well as their respective associates, (i) has any interest, whether direct or indirect, in the Agreement (other than in his capacity as Director or shareholder, as the case may be); and (ii) has any connections (including business relationships) with GAMRD.

6. FURTHER ANNOUNCEMENTS

The Company will continue to keep shareholders updated and release announcement(s) relating to the Agreement (including any material developments and progress made) as may be appropriate from time to time.

7. CAUTIONARY STATEMENT

Shareholders and potential investors of the Company are advised to read this announcement and any further announcements made by the Company carefully and to exercise caution when dealing in the securities of the Company. Persons who are in doubt as to the action they should take should consult their stockbrokers, bank managers, solicitors or other professional advisers.

By Order of the Board

Yee Pinh Jeremy
Executive Director and Chief Executive Officer

6 June 2025

*This announcement has been reviewed by the Company's sponsor, ZICO Capital Pte. Ltd. (the "**Sponsor**").*

*This announcement has not been examined or approved by the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") and the SGX-ST 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 Goh Mei Xian, ZICO Capital Pte. Ltd. at 77 Robinson Road, #06-03 Robinson 77, Singapore 068896, telephone (65) 6636 4201.