

HEALTHBANK HOLDINGS LIMITED

(Incorporated in the Republic of Singapore)

(Registration No. 201334844E)

PROPOSED PLACEMENT OF UP TO 70,725,000 NEW ORDINARY SHARES IN THE CAPITAL OF THE COMPANY AT AN ISSUE PRICE OF S\$0.0378 PER SHARE

1. Introduction

- 1.1 The board of directors (the **"Board"** or the **"Directors"**) of HealthBank Holdings Limited (the **"Company"**, and together with its subsidiaries, the **"Group"**) wishes to announce that the Company has on 12 July 2026 entered into separate subscription agreements (the **"Subscription Agreements"**) with Ms Wang Chunyan (the **"Subscriber 1"**), Ms Feng Li (the **"Subscriber 2"**) and Ms Soh Pei Fen (the **"Subscriber 3"**) (collectively, the **"Subscribers"**), pursuant to which the Subscribers have agreed to subscribe for up to 70,725,000 new ordinary shares in the issued and paid-up share capital of the Company (the **"New Shares"**) at an issue price of S\$0.0378 per share (the **"Issue Price"**) amounting to an aggregate cash consideration of S\$2,673,405 (the **"Consideration"**), on the terms and subject to the conditions of the Subscription Agreements (the **"Placement"**).

Subscriber 1 and Subscriber 2 will each subscribe for 31,119,000 New Shares, while Subscriber 3 will subscribe for 8,487,000 New Shares, representing approximately 14.67% and 4.00%, respectively, of the enlarged share capital of the Company upon completion of the Placement.

1.2 Additional Listing Application

The Company will apply to the Singapore Exchange Securities Trading Limited (**"SGX-ST"**) through its sponsor, SAC Capital Private Limited, for the dealing in, listing of and quotation for the New Shares on the Catalist board of the SGX-ST (the **"Catalist"**). The Company will make the necessary announcement upon receipt of the listing and quotation notice (**"LQN"**) from the SGX-ST.

2. Salient Terms of the Subscription Agreements

- 2.1 The New Shares, if and when fully allotted, issued and fully paid, will rank *pari passu* in all respects with the existing ordinary shares in the capital of the Company save that they shall not rank for any dividends, distributions or entitlements the record date of which falls on or before the date of issue of the New Shares.
- 2.2 The New Shares represent approximately 50.00% of the existing issued and paid-up share capital (excluding treasury shares and subsidiary holdings) of the Company as at the date of this announcement of 141,450,000 shares (the **"Existing Share Capital"**). Upon completion of the Placement, assuming there are no changes to the Existing Share Capital before the completion of the Placement, the issued and paid-up share capital of the Company will increase to 212,175,000 ordinary shares (excluding treasury shares and subsidiary holdings) (the **"Enlarged Share Capital"**) and the New Shares will represent approximately 33.33% of the Enlarged Share Capital.
- 2.3 The Issue Price of S\$0.0378 per New Share is a 10% discount to the volume weighted average price of S\$0.0420 per share for trades done on the SGX-ST on 8 July 2026, being the last full market day on which the shares of the Company were traded preceding the date of the Subscription Agreements.

The Issue Price was commercially agreed between the Company and the Subscribers after arm's length negotiations and considering the financial position of the Group, the historical trading performance of the Company and the prevailing market conditions.

2.4 Conditions Precedent

The Placement under each Subscription Agreement is separate and is conditional upon the following conditions set out in each Subscription Agreement, including, *inter alia*:

- (a) the LQN for the listing and quotation of the New Shares on the Catalist (on conditions, if any, acceptable to the Company and the Subscribers) having been obtained from the SGX-ST and remaining in full force and effect and where such approval is given subject to conditions which must be fulfilled on or before the Completion Date (as defined in Paragraph 2.5 below), such conditions being reasonably acceptable to the Subscribers or fulfilled by the Company, as the case may be;
- (b) the Company obtaining such approval(s) from the Board in connection with the Subscription Agreement and the transactions contemplated therein as may be necessary;
- (c) the allotment, issue and subscription of the New Shares by the Subscribers not being prohibited by any statute, order, rule or regulation promulgated or issued after the date of the Subscription Agreement by any legislative, executive or regulatory body or authority of Singapore; and
- (d) the representations and warranties of each party in the Subscription Agreement being true, accurate and correct in all material respects as if made on the Completion Date, with reference to the then existing circumstances and each party having performed in all material respects all of its or his obligations therein to be performed on or before the Completion Date.

If any of the conditions precedent as set out in the Subscription Agreement is not satisfied on or before the date falling 120 calendar days after the execution of the Subscription Agreement (or such later date as the parties to the Subscription Agreement may agree in writing) (the “**Long-Stop Date**”), the Subscription Agreement shall forthwith terminate.

2.5 Completion

Completion of the Placement under each Subscription Agreement shall take place on a date no later than the seventh (7th) business day after the satisfaction of the last of the conditions set out in each Subscription Agreement or such other date as may be agreed between the parties (the “**Completion Date**”). For the avoidance of doubt, the completion of the Placement under each Subscription Agreement is independent of, and is not conditional upon, the completion of the Placement under any other Subscription Agreement. Accordingly, the completion of the Placement pursuant to any one Subscription Agreement may proceed notwithstanding that the completion of the Placement under one or more of the other Subscription Agreements does not occur.

3. **Financial Effects of the Placement**

- 3.1 Based on the latest audited consolidated financial statements of the Group for the financial year ended 31 December 2025 (“**FY2025**”), the effects of the Placement on the share capital, net asset value per share and basic loss per share of the Group, after adjusted for the allotment and issue of (i) 7,750,000 new shares for the tranche 2 subscription announced on 19 January 2026 and (ii) 31,650,000 new shares for the placement announced on 14 April 2026, are set out in the table below:

	Before the Placement	After the Placement
Issued and paid-up share capital (RMB'000)	46,271	60,312
Net asset value attributable to equity holders of the Company per share (RMB cents)	15.45 ⁽¹⁾	16.92 ⁽²⁾
Loss attributable to equity holders of the Company per share (basic) (RMB cents)	2.29 ⁽¹⁾	1.52 ⁽²⁾

Notes:

- (1) Based on 141,450,000 ordinary shares (excluding treasury shares and subsidiary holdings), assuming (i) 7,750,000 new shares for the tranche 2 subscription announced on 19 January 2026 were issued and (ii) 31,650,000 new shares for the placement announced on 14 April 2026 were issued, on 31 December 2025.
- (2) Based on 212,175,000 ordinary shares (excluding treasury shares and subsidiary holdings), assuming (i) 7,750,000 new shares for the tranche 2 subscription announced on 19 January 2026 were issued, (ii) 31,650,000 new shares for the placement announced on 14 April 2026 were issued, and (iii) the Placement had been completed, on 31 December 2025.

- 3.2 The aforesaid financial effects of the Placement are strictly for illustrative purposes only and may not necessarily reflect the actual future financial position and results of the Group following the Placement. Please note that the expenses relating to the Placement are disregarded in the above presentation of the financial effects.

4. Rationale and Use of Proceeds from the Placement

- 4.1 As announced by the Company on 15 June 2026 and 26 June 2026, the Company will be focusing its efforts on growing the new businesses and the acquisition of potential businesses and assets in order to provide sustainable long-term growth for the Company to generate value for its shareholders. The Placement will strengthen the Group's financial position and flexibility to capitalise on growth opportunities.
- 4.2 The Company intends to utilise the entire estimated net proceeds from the Placement (after deducting the estimated expenses) of approximately S\$2,658,000 to finance the Group's new businesses, strategic investments and/or acquisition and expansion opportunities.
- 4.3 Pending deployment of the net proceeds from the Placement, the net proceeds may be deposited with banks and/or financial institutions and/or used for investment in short-term money market instruments as the Directors may deem appropriate in the interests of the Group.
- 4.4 The Company will make periodic announcements on the utilisation of proceeds from the Placement as and when such proceeds are materially disbursed and provide a status report on the use of such proceeds in the Company's interim and full year financial statements issued under Rule 705 of the Listing Manual Section B: Rules of Catalist of the SGX-ST (the "**Catalist Rules**") and its annual report(s). As the proceeds will be used for working capital purposes, the Company will disclose a breakdown with specific details on how the proceeds have been applied. Where there is any material deviation from the stated use of proceeds, the Company will announce the reasons for such deviation.
- 4.5 The Directors are of the opinion that, (i) after taking into consideration the Group's present internal resources available to the Group, the working capital available to the Group is sufficient to meet its present requirements; and (ii) after taking into consideration the Group's present internal resources available to the Group and the net proceeds, the working capital available to the Group is sufficient to meet its present requirements. Notwithstanding the above, the Directors are of the opinion that the Placement is in the interest of the Company in view of the rationale set out above.

5. Information on the Subscribers

Shareholders should note that information relating to the Subscribers in this paragraph and elsewhere in this announcement was provided by the Subscribers. The Company and the Directors have not independently verified the accuracy and correctness of such information herein.

- 5.1 Subscriber 1 is an entrepreneur and investor and has over 10 years of experience in retail management, sales leadership, and business operations within the baby and maternity industry. In 2015, she set up her own business which focuses on Singapore's mother and baby consumable goods market, building a retail brand with strong advantages across both online and offline channels.

Subscriber 2 is a Singapore-based entrepreneur with over 15 years of experience in the air-conditioning engineering industry. She is the owner and manages the day-to-day operations of her air-conditioning engineering business, which provides engineering-related services in Singapore. Apart from her business interests, Subscriber 2 is also a private investor with experience investing in both privately held companies and companies listed on public securities exchanges.

Subscriber 3 is an entrepreneur with extensive experience in premium client services and private affairs management. She has served high-net-worth clients for many years, overseeing schedule management, travel planning, business and private hospitality, flight and hotel bookings, transportation arrangements, residential management, vendor coordination, and event planning.

As at the date of this announcement, the Subscribers do not hold any shares in the Company. Upon completion of the Placement, each of Subscribers 1 and 2 will hold 31,119,000 shares, while Subscriber 3 will hold 8,487,000 shares representing approximately 14.67% and 4.00% of the Enlarged Share Capital of the Company respectively.

- 5.2 Pursuant to the terms of the Subscription Agreements, the Company shall be entitled, in its sole discretion, to reduce the number of New Shares to be allotted and issued to the Subscribers at Completion to the extent necessary to ensure that, immediately following such Completion, (i) each Subscriber shall not hold, directly or indirectly, in aggregate 15% or more of the total issued share capital of the Company or (ii) each Subscriber and parties acting in concert with him will not be put in the position of incurring a mandatory general offer obligation under the Singapore Code on Take-overs and Mergers.
- 5.3 Each Subscriber has separately confirmed that she has entered into the Placement purely for investment purposes only, and has no intention of influencing the management of, or exercising control over, the Company, and is not acting in concert, as defined in The Singapore Code on Takeovers and Mergers with any persons to obtain or consolidate control of the Company. Each Subscriber will hold the New Shares solely for her own benefit and not in trust or as nominee for another person. The monies each Subscriber will use to subscribe for the New Shares are legitimately owned by her and will not breach or infringe any money-laundering laws or regulations.
- 5.4 No commission was paid or is payable by the Company in connection with the Placement.
- 5.5 To the best knowledge of the Directors, save as disclosed above, the Subscribers have no existing relationship (including business relationships) with the Company, the Group, its Directors or its substantial shareholders, and is not a person to whom the Company is prohibited from issuing shares to, as provided under Rule 812(1) of the Catalist Rules.

6. General

- 6.1 The Placement is not underwritten and there is no placement agent appointed for the purpose of the Placement. The Placement will be undertaken by way of private placement in accordance with Section 272B of the Securities and Futures Act 2001 of Singapore. As such, no prospectus or offer information statement will be issued by the Company in connection therewith.

- 6.2 The New Shares will be allotted and issued pursuant to the general mandate granted by the shareholders of the Company ("**General Mandate**") at the annual general meeting of the Company held on 28 April 2026 ("**2025 AGM**").
- 6.3 The General Mandate authorises the Directors to allot and issue new shares not exceeding 100% of the total number of issued shares (excluding treasury shares and subsidiary holdings) as at the date of the 2025 AGM, of which the aggregate number of new shares of the Company to be issued other than on a pro-rata basis to all existing shareholders shall not exceed 50% of the total number of issued shares (excluding treasury shares and subsidiary holdings).
- 6.4 As at the date of the 2025 AGM, the Company had 141,450,000 shares in issue. Accordingly, the maximum number of Shares that may be issued other than on a pro rata basis pursuant to the General Mandate is 70,725,000 Shares. The Company has not utilised the General Mandate to-date. Following the issue of the 70,725,000 New Shares pursuant to the Placement, the General Mandate will be fully utilised. Accordingly, the issue of the New Shares falls within the limit of the General Mandate.
- 6.5 None of the Directors or substantial shareholders of the Company or their respective associates has any interest, direct or indirect, in the Placement, other than in their capacity as Director or shareholder of the Company.
- 6.6 A copy of the Subscription Agreements are available for inspection during normal business hours from 9.00 a.m. to 5.00 p.m. at the Company's registered office at 15 Scotts, 15 Scotts Road, #04-08, Singapore 228218 for 3 months from the date of this announcement.
- 6.7 The Company will make the necessary announcement once the approval for the listing and quotation of the New Shares has been obtained.
- 6.8 Shareholders are advised that the completion of the Placement is subject to the conditions precedents in the Subscription Agreements being fulfilled and there is no certainty or assurance that the Placement will be completed or that no changes will be made to the terms of the Subscription Agreements. Accordingly, shareholders are advised to exercise caution in dealings with the shares, to read this announcement and any further update announcement(s) released by the Company carefully and should consult their stockbrokers, bank managers, solicitors or other professional advisers if they have any doubt about the actions they should take.

7. Directors' Responsibility Statement

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

BY ORDER OF THE BOARD

Peng Fei
Executive Director and Chief Executive Officer
13 July 2026

This announcement has been reviewed by the Company's sponsor, SAC Capital Private Limited (the "Sponsor"). This announcement has not been examined or approved by 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.

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