



MEDI LIFESTYLE LIMITED

(Company Registration Number 201117734D)
(Incorporated in the Republic of Singapore on 26 July 2011)

ENTRY INTO LOAN AGREEMENT WITH AN INTERESTED PERSON

1. INTRODUCTION

The Board of Directors (the "**Board**" or "**Directors**") of Medi Lifestyle Limited (the "**Company**", and together with its subsidiaries, the "**Group**") wishes to announce that the Company has, on 1 November 2024, entered into a loan agreement ("**Loan Agreement**") with Lingholm Holdings Pte. Ltd. ("**LHPL**" and collectively with the Company, the "**Parties**"), pursuant to which, LHPL has agreed to provide the Company a non-interest bearing loan of up to S\$2.1 million ("**Loan**"), subject to the terms and conditions of the Loan Agreement. As LHPL previously provided an interest-free advance of S\$500,000 ("**Advance**") to the Company on 25 June 2024 to support its working capital needs, the Loan Agreement also formalises the Advance as the first instalment of the Loan as agreed by both Parties.

This Loan is in addition to the non-interest bearing loan of S\$1.3 million provided by LHPL to the Company, pursuant to a loan agreement dated 27 February 2024 ("**Initial Loan**"). Further details of the Initial Loan can be found in the Company's announcement dated 27 February 2024.

2. INFORMATION ON LHPL

LHPL is a company incorporated in Singapore on 19 September 2012 and its principal business is that of an investment holding company. The shareholders of LHPL are Mr. Xia Junwei, Mr Zhang Zhi and Ms Yuan Xiaohan who hold 65.0%, 25.0% and 10.0% of the shares in LHPL respectively. Mr Xia Junwei and Ms Yuan Xiaohan are both directors of LHPL.

As at the date of this announcement, LHPL is a controlling shareholder of the Company, holding 22,804,430 shares representing approximately 15.24% of the issued share capital of the Company. Mr Zhang Zhi, a 25.0% shareholder of LHPL is the Non-Independent Non-Executive Deputy Chairman of the Company.

Accordingly, the Loan is an interested person transaction.

3. SALIENT TERMS OF THE LOAN AGREEMENT

3.1. The Loan is interest-free and disbursed in four instalment amounts based on the following schedule:

| Disbursement date | Amount of Loan to be disbursed | Percentage of Loan disbursed |
|-------------------|--------------------------------|------------------------------|
| 25 June 2024 | S\$500,000 | 23.8% |
| 1 November 2024 | S\$780,000 | 37.1% |
| 31 January 2025 | S\$420,000 | 20.0% |
| 28 March 2025 | S\$400,000 | 19.1% |
| Total | S\$2,100,000 | 100.0% |

As at the date of this announcement, S\$1,280,000 have been received by the Company.

3.2. The Loan is repayable within 12 months from the date of the last disbursement date, i.e. 28 March 2025 (the "**Term**").

3.3. The Company may prepay all or any part of the Loan. On the date of prepayment and in addition to the amount to be prepaid, the Company shall pay to LHPL a prepayment fee of 1.0% of the amount prepaid. For the avoidance of doubt, the Company may not reborrow any part of the Loan which is repaid or prepaid.

3.4. During the Term (or such other period as may be mutually agreed in writing by the Company and LHPL), the Company acknowledges that LHPL shall have the right and option to make changes to the Board (including any

nominations, appointments and/or resignations) (the “**Board Changes**”) and the Company covenants that it shall procure for all Board Changes to be effected as requested by LHPL, provided that such Board Changes shall always be in compliance with the relevant laws and regulations (including the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited (“**Catalist Rules**”) and the Code of Corporate Governance 2018 of Singapore), be subject to approvals by the Nominating Committee of the Company and the Board.

4. USE OF PROCEEDS FROM THE LOAN

Of the S\$2.1 million principal amount of the Loan, S\$1.51 million will be used for working capital while S\$0.59 million will be used for business development and investment.

5. RATIONALE FOR THE LOAN

The Loan would provide the Group cash resources for working capital as well as investments into current and new businesses, including commodities trading.

6. LOAN AS AN INTERESTED PERSON TRANSACTION

LHPL is a controlling shareholder of the Company, holding approximately 15.24% of the issued share capital of the Company as at the date of this announcement. LHPL is thus an interested person as defined under Chapter 9 of the Catalist Rules. Pursuant to Rule 909(3) of the Catalist Rules, in the case of borrowing of funds from an interested person, the value of the transaction is the interest payable on the borrowing. As the Loan is interest-free, there is no amount at risk to the Group.

Save for the Initial Loan, there are no other interested person transactions (excluding transactions less than S\$100,000) entered into by the Group with LHPL or its associates or other interested persons (for the current financial year ending 31 December 2024) as at the date of this announcement.

7. STATEMENT OF THE AUDIT COMMITTEE

The Audit Committee of the Company, having considered the terms of and the rationale for the Loan, are of the opinion that the transaction was conducted on an arm’s length basis and on normal commercial terms, and is not prejudicial to the interests of the Company and its minority shareholders. In arriving at this view, the Audit Committee of the Company has taken into consideration, among others, accessibility to bank loans by the Group and interest rates of unsecured private loans in the market.

8. INTERESTS OF DIRECTORS AND CONTROLLING SHAREHOLDERS

Save for their respective shareholdings in the Company and as disclosed, none of the Directors or controlling shareholders of the Company or their respective associates have any direct or indirect interest in the Loan.

9. 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 Loan Agreement, 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

Herry Pudjianto
Executive Chairman & Chief Executive Officer
4 November 2024

MEDIA CONTACT

For media queries, please contact:

MEDI LIFESTYLE Limited

Corporate Communications Department

Jeysie Wong (Mobile +60 12 708 6005, Email: jeysie.wong@medi-lifestyle.com)

*This announcement has been reviewed by the Company's sponsor, SAC Capital Private Limited ("**Sponsor**"). This announcement has not been examined or approved by the Singapore Exchange Securities Trading Limited ("**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 Charmian Lim, at 1 Robinson Road, #21-00 AIA Tower, Singapore 048542, telephone: (65) 6232 3210.