

Our Ref: REG/LC/ET/ATJW/Camsing

23 September 2021

The Board of Directors
Camsing Healthcare Limited
4 Shenton Way
#17-01 SGX Centre 2
Singapore 068807

Dear Sirs

**CAMSING HEALTHCARE LIMITED (THE “COMPANY”)
NOTICE OF COMPLIANCE (THE “NOTICE”)**

1. Singapore Exchange Regulation (“**SGX RegCo**”) refers to the Company’s SGXNet announcements dated 16 September 2021, entitled “*Change – Announcement of Cessation::Resignation of Lead Independent Non-Executive Director of the Company*” and “*Change – Announcement of Cessation::Resignation of Independent Non-Executive Director of the Company*” (collectively, the “**Resignation Announcements**”).
2. SGX RegCo notes that:-
 - (a) the Company has announced the resignation of two out of three of its independent directors, namely, Mr Tan Chade Phang and Mr Koh Boon Chiao (collectively, the “**Former IDs**”), with effect from 15 September 2021;
 - (b) the Former IDs stated in the Resignation Announcements that “*the Company has not been able to provide the independent directors with timely monthly updates on the Company’s financial position. According to the management of the Company, this is due to a lean finance team that has been experiencing high turnover. Management should consider addressing this going forward*”;
 - (c) the Company clarified in the Resignation Announcements that:-
 - (i) the latest management accounts given to the directors were for the month of June 2021;
 - (ii) a statement of cash flow projections up to December 2021 “*was furnished to the directors so that they were fully apprised of the cash reserves of the Group*”; and

- (iii) despite having a lean finance team, the Company's management has been *"working hard to produce the most updated management accounts for the directors amid other urgent daily tasks and backlogs"*.

3. SGX RegCo further notes that:-

- (a) the special auditors, RSM Corporate Advisory Pte Ltd ("**RSM**"), highlighted, *inter alia*, in its special audit report (the "**SAR**") that there were numerous internal control lapses and compliance issues that surfaced during their review;
- (b) pursuant to our Notice of Compliance dated 1 September 2020, the Company is required to and has appointed an independent firm to undertake an independent review of the Company's internal controls and governance practices, to address and implement the recommendations made by RSM;
- (c) the independent review remains incomplete notwithstanding numerous reminders from SGX RegCo; and
- (d) the Former IDs are the third set of independent directors who have resigned since March 2019 (i.e. in the last 2.5 years).

4. The Former IDs have highlighted their concern in the Resignation Announcements that they have not been provided monthly updates on the Company's financial position. In addition, SGX RegCo notes that: (a) the Company's latest set of audited financial statements was for the financial year ended 31 January 2018 ("**FY2018**"), which was issued on 11 May 2018; and (b) the Company's latest set of unaudited financial statements was for the half-year ended 31 July 2018 ("**HY2019**"), which was issued on 13 September 2018 (i.e. both were issued more than 3 years ago).

5. In light of the above and pursuant to Listing Rule 1405(1)(b), SGX RegCo hereby requires the Company to disclose the following via a SGXNet announcement by Thursday, 30 September 2021:-

- (a) the Board's opinion as to: (i) whether the Company and the Group can continue to operate as a going concern; and (ii) the bases for such assessment; and
- (b) the Board's opinion on the following and the bases for their assessment:-
 - (i) whether the Group is currently under pressure from its bankers to repay any of its existing borrowings;
 - (ii) whether the Group has sufficient resources to meet its capital commitments; and
 - (iii) whether the working capital available to the Group is sufficient to meet its requirements for the next 12 months.

5. In addition, SGX RegCo requires the Company to obtain and disclose via SGXNet, detailed explanations from each of the Former IDs as to the reason for his resignation including: (a) his specific concerns that were referred to in the Resignation Announcements; (b) whether there are any other material reason(s) for his resignation;

(c) actions taken by each of the Former IDs in relation to these areas of concerns; and
(d) why he consider it proper and appropriate to resign at this juncture in view of these concerns. In this regard, please note that the Former IDs should submit their detailed explanations directly and concurrently to SGX RegCo and the Company's Board of Directors.

6. Pursuant to Listing Rule 1405(4), failure to comply with the requirements imposed by SGX RegCo shall be deemed to be a contravention of the Listing Rules.
7. Please note that compliance with this Notice does not constitute a waiver of any kind, and SGX RegCo reserves the right to take disciplinary action against the Company and/or any Relevant Person(s) for breaches of the Listing Rules, including any failure to comply with the requirements imposed by SGX RegCo.
8. Last but not least, SGX RegCo wishes to highlight that:-
 - (a) as set out in our Notice of Compliance to the Company dated 17 December 2019, SGX RegCo will continue to require the Company to obtain the prior approval of the Exchange under Listing Rule 1405(1)(d), for a period not exceeding 3 years from 17 December 2019, for the appointment of a director or an executive officer;
 - (b) the Company is required under Listing Rule 1304(1) to submit a proposal with a view to resuming trading in its securities (which will include submissions on whether the Company has addressed and implemented the recommendations of RSM and the independent reviewer, in relation to the Company's internal controls and governance practices) within 12 months of the date of suspension. In this regard, SGX RegCo notes that the Company has been suspended since 1 April 2019 and the SAR was released on 1 September 2020. Despite numerous reminders, the Company has yet to submit their trading resumption proposal; and
 - (c) the Company is obliged under Listing Rule 704(8) to fill the vacancies within its audit committee within two months, but in any case not later than three months. The Company therefore has until 15 December 2021 to fill the vacancies left by the Former IDs.

Yours faithfully

June Sim
Senior Vice President
Head, Listing Compliance
SGX RegCo