SINGAPORE PAINCARE HOLDINGS LIMITED
(Company Registration No.: 201843233N)
(Incorporated in the Republic of Singapore)

PROPOSED ACQUISITION BY ADVANCE BRIDGE HEALTHCARE PTE. LTD. OF ALL THE ISSUED ORDINARY SHARES IN THE CAPITAL OF SINGAPORE PAINCARE HOLDINGS LIMITED (OTHER THAN TREASURY SHARES AND THE ROLLOVER SHARES) BY WAY OF A SCHEME OF ARRANGEMENT

ELECTRONIC DESPATCH OF SCHEME DOCUMENT

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1. INTRODUCTION

The Board of Directors (the "**Board**") of Singapore Paincare Holdings Limited (the "**Company**") refers to the following announcements:

(a) the joint announcement dated 28 May 2025 (the "**Joint Announcement**") issued by the Company and Advance Bridge Healthcare Pte. Ltd. (the "**Offeror**"), in relation to the proposed acquisition (the "**Acquisition**") of all the issued and fully paid-up ordinary shares in the capital of the Company (excluding treasury shares), other than the Rollover Shares (as defined therein) ("**Scheme Shares**"), by the Offeror by way of a scheme of arrangement (the "**Scheme**") in accordance with Section 210 of the Companies Act 1967 of Singapore and the Singapore Code on Take-overs and Mergers ("**Code**");

(b) the joint announcement dated 10 June 2025 made by the Company and the Offeror in relation to the Scheme consideration of S$0.16 in cash for each Scheme Share being final, save that the Offeror reserves the right to increase the Scheme consideration in accordance with the Code if a competitive situation arises;

(c) the announcement dated 15 July 2025 made by the Company in relation to the application for extension of time or waivers in respect of Catalist Rules 705(1), 707(1) and 711A;

(d) the announcement dated 30 July 2025 made by the Company in relation to the hearing date of the application in HC/OA 787/2025 ("**Application**") that had been filed with the Court for leave to convene the Scheme Meeting in the manner set out in the Application or such other manner as the Court deems fit; and

(e) the announcement dated 12 August 2025 made by the Company in relation to the Court granting leave to the Company to convene the meeting(s) of the Scheme Shareholders to consider, and if thought fit, approving the Scheme (the "**Scheme Meeting**") and containing further orders in relation to the conduct of the Scheme Meeting (the "**Scheme Meeting Court Order**"),

(collectively referred to as the "**Announcements**").

Unless otherwise defined, all capitalised terms used in this announcement shall have the respective meanings given to them in the Announcements.

2. ELECTRONIC DESPATCH OF THE SCHEME DOCUMENT

2.1 Electronic Despatch of Scheme Document

The Board wishes to announce that the Company has today despatched to the Scheme Shareholders a scheme document (the "**Scheme Document**") dated 13 August 2025 by electronic means via publication on the website of the Singapore Exchange Securities Trading Limited ("**SGX-ST**")("**SGXNet**") at https://www.sgx.com/securities/company-announcements and Company's corporate website at https://sgpaincare.com/news-main/investor-relations-announcements.

The Scheme Document contains, among others, the following:

(a) details of the Scheme, including the recommendation of the Non-Conflicted Directors and the advice of the IFA in relation to, among others, the Scheme; and

(b) the notice of the Scheme Meeting (the "**Notice of Scheme Meeting**") to be convened and held at Seletar Country Club, 101 Seletar Club Road, Singapore 798273 on 28 August 2025 at 2.00 p.m. for the purpose of considering, and if thought fit, approving (with or without modification) the resolution relating to the Scheme (the "**Scheme Resolution**") referred to in the Notice of Scheme Meeting.

2.2 Electronic Copies of Scheme Document

Pursuant to the "Public Statement on the Further Extension of the Temporary Measure to Allow for Electronic Despatch of Take-Over Documents under the Singapore Code on Take-overs and Mergers" issued by the Securities Industry Council ("**SIC**") of Singapore on 29 June 2021, documents related to a take-over or merger transaction under the Code may be despatched electronically to the Scheme Shareholders through publication on SGXNet and on the Company's corporate website.

In line with the "Public Statement on the Further Extension of the Temporary Measure to Allow for Electronic Despatch of Take-over Documents under the Singapore Code on Take-overs and Mergers" issued by the SIC on 29 June 2021, **no printed copies of the Scheme Document will be despatched to the Scheme Shareholders (unless upon request)**. Instead, only printed copies of the Notice of Scheme Meeting, the proxy form for the Scheme Meeting (the "**Proxy Form**") and the request form for Scheme Shareholders to request for a printed copy of the Scheme Document (the "**Request Form**") will be despatched to the Scheme Shareholders.

Electronic copies of the Scheme Document (together with the Notice of Scheme Meeting, the Proxy Form and the Request Form) are available on SGXNet at https://www.sgx.com/securities/company-announcements and the Company's corporate website at https://sgpaincare.com/news-main/investor-relations-announcements. A Scheme Shareholder will need an internet browser and PDF reader to view these documents on the websites of the SGX-ST and the Company.

The Scheme Document is important and requires the immediate attention of the Scheme Shareholders. Scheme Shareholders who are in doubt as to the action they should take should consult their own professional advisers immediately.

2.3 Request for Printed Copies of Scheme Document

Scheme Shareholders (including Scheme Shareholders whose addresses are outside Singapore, as shown on the Register of Members of the Company, or as the case may be, in the records of The Central Depository (Pte) Limited (the "**Overseas Shareholders**")) may obtain printed copies of the Scheme Document by submitting the Request Form to the Share Registrar of the Company, Boardroom Corporate & Advisory Services Pte. Ltd., either:

(a) by post at 1 Harbourfront Avenue, Keppel Bay Tower #14-07, Singapore 098632; or

(b) via email to srs.requestform@boardroomlimited.com,

so as to arrive by no later than 5.00 p.m. on 20 August 2025. Printed copies of the Scheme Document will be sent to the address in Singapore specified by the Scheme Shareholder by ordinary post at its own risk, up to three (3) Market Days prior to the date of the Scheme Meeting.

It is the responsibility of any Overseas Shareholder who wishes to request for the Scheme Document and any related documents to satisfy himself as to the full observance of the laws of the relevant jurisdiction in that connection, including the obtaining of any governmental or other consent which may be required, and compliance with all necessary formalities or legal requirements. In requesting for the Scheme Document and any related documents or participating in the Scheme, the Overseas Shareholder represents and warrants to the Offeror and the Company that it is in full observance of the laws of the relevant jurisdiction in that connection, and that it is in full compliance with all necessary formalities or legal requirements.

If any Overseas Shareholder is in any doubt about its position, it should consult its professional adviser in the relevant jurisdiction.

3. NOTICE OF SCHEME MEETING, PROXY FORM AND REQUEST FORM

Printed copies of the Notice of Scheme Meeting, the Proxy Form and the Request Form will be despatched to the Scheme Shareholders. The Notice of Scheme Meeting, the Proxy Form and the Request Form are also available on SGXNet at https://www.sgx.com/securities/companyannouncements and the Company's corporate website at https://sgpaincare.com/news-main/investor-relations-announcements.

4. DATE, TIME AND CONDUCT OF THE SCHEME MEETING

4.1 The Scheme Meeting will be convened and held in a wholly physical format at Seletar Country Club, 101 Seletar Club Road, Singapore 798273, on 28 August 2025 at 2.00 p.m.. There will be no option for Scheme Shareholders to participate virtually.

4.2 Pursuant to the Scheme Meeting Court Order, Mr. Wong Yee Kong, or failing him, any other director of the Company, shall be appointed Chairman of the Scheme Meeting and shall report the results of the Scheme Meeting to the Court as soon as practicable after the conclusion of the Scheme Meeting.

4.3 The Company will publish the minutes of the Scheme Meeting on the Company's corporate website and on SGXNet within one (1) month from the date of the Scheme Meeting, and the minutes will include the responses to the substantial and relevant questions received from the Scheme Shareholders which are addressed during the Scheme Meeting.

5. ACTION TO BE TAKEN BY SCHEME SHAREHOLDERS

5.1 A Scheme Shareholder who wishes to exercise its voting rights at the Scheme Meeting may: (a) vote at the Scheme Meeting in person; or (b) appoint a proxy to vote on its behalf at the Scheme Meeting.

5.2 Scheme Shareholders who are unable to attend the Scheme Meeting are requested to complete the Proxy Form in accordance with the instructions printed thereon and lodge them in the following manner:

(a) if submitted by post, be lodged with the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 1 Harbourfront Avenue, Keppel Bay Tower #14-07, Singapore 098632; or

(b) if submitted electronically, be submitted via email to srs.proxy@boardroomlimited.com,

in either case, by 2.00 p.m. on 25 August 2025, being not less than 72 hours before the time fixed for the Scheme Meeting.

5.3 The completion and lodgement of the Proxy Form will not prevent Scheme Shareholders from attending and voting in person at the Scheme Meeting if they subsequently wish to do so. In such event, the relevant Proxy Form will be deemed to be revoked.

5.4 SRS Investors who wish to attend the Scheme Meeting are advised to consult their SRS Agent Banks for further information on the Scheme. If they are in any doubt as to the action they should take, SRS Investors should seek independent professional advice.

6. SUBMISSION OF QUESTIONS

6.1 Scheme Shareholders, including SRS Investors, may submit questions related to the Scheme Resolution to be tabled for approval at the Scheme Meeting, in advance of the Scheme Meeting. To do so, all questions must be submitted in the following manner by 2.00 p.m. on 21 August 2025:

(a) if submitted by post, be deposited at the office of the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632; or

(b) if submitted electronically, via email to srs.teamE@boardroomlimited.com.

6.2 Scheme Shareholders, including SRS Investors, who submit questions by post or via email to the Share Registrar must provide the following information:

(a) the Scheme Shareholder's full name;

(b) the Scheme Shareholder's full address; and

(c) the manner in which the Scheme Shareholder holds Scheme Shares in the Company (e.g. via SRS).

Scheme Shareholders are strongly encouraged to submit their questions electronically via email.

6.3 The Company will endeavour to address all substantial and relevant questions received by it in the manner set out above by 2.00 p.m. on 23 August 2025 (being at least 48 hours prior to the closing date and time for the lodgement of the Proxy Forms) and the Company's responses will be posted on SGXNet and the Company's corporate website.

6.4 Scheme Shareholders (including SRS Investors) or, where applicable, their appointed proxy, may also ask the Chairman of the Scheme Meeting relevant questions related to the Scheme Resolution to be tabled for approval at the Scheme Meeting, at the Scheme Meeting.

7. VOTING AT THE SCHEME MEETING

7.1 Each Scheme Shareholder which is not a relevant intermediary[1] and is entitled to attend and vote at the Scheme Meeting may only appoint one (1) proxy to attend and vote in his/her/its stead and may only cast all the voting rights attached to his/her/its Scheme Shares at the Scheme Meeting (whether in person or by proxy) in one (1) way. Where a Scheme Shareholder which is not a relevant intermediary appoints more than one (1) proxy, such additional appointments shall be invalid.

7.2 In relation to any Shareholder which is a relevant intermediary:

(a) subject to paragraph 7.2(b) below, a Scheme Shareholder which is a relevant intermediary need not cast all the voting rights attached to the Scheme Shares held on behalf of its sub-account holders in the same way provided that (A) each vote is exercised in relation to a different Scheme Share or Scheme Shares; and (B) the voting rights attached to all or any of the Scheme Share in each sub-account may only be cast at the Scheme Meeting in one (1) way but, for the avoidance of doubt, the voting rights of such Scheme Share need not be cast in the same as the Scheme Share in another sub-account; and

[1] "relevant intermediary" means: (a) a banking corporation licensed under the Banking Act 1970 of Singapore or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity; (b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act 2001 of Singapore, and who holds shares in that capacity; or (c) the Central Provident Fund Board ("**CPF Board**") established by the Central Provident Fund Act 1953 of Singapore, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the CPF Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

(b) a Scheme Shareholder who is a relevant intermediary may appoint more than two (2) proxies in relation to the Scheme Meeting to exercise all or any of the Scheme Shareholder's rights to attend and to speak and vote at the Scheme Meeting, but each proxy must be appointed to exercise the voting rights attached to a different Scheme Share or Scheme Shares held by the Scheme Shareholder (which number and class of Scheme Shares must be specified). Each proxy appointed in accordance with this paragraph 7.2(b) may only cast all the votes it uses at the Scheme Meeting in one (1) way.

7.3 For the purposes of determining whether the condition under Section 210(3AB)(a) of the Companies Act ("**Headcount Test**") and Section 210(3AB)(b) of the Companies Act ("**Value Test**") are satisfied:

(a) the Company shall treat each proxy appointed in accordance with paragraph 7.2(a) and which casts a vote in respect of its Scheme Shares for or against the Scheme as:

(i) casting one (1) vote in number for purposes of the Headcount Test; and

(ii) the value represented by the proxy for purposes of the Value Test shall be the number of Scheme Shares in relation to which voting rights are being exercised by the proxy.

For the avoidance of doubt, where a person has been appointed as proxy of more than one (1) Scheme Shareholder to vote at the Scheme Meeting, the votes of such proxy shall be counted as separate votes attributable to each appointing Scheme Shareholder for purposes of the Headcount Test and Value Test provided that the proxy is exercising the voting rights attached to a different Scheme Share or Scheme Shares (which number and class of Scheme Shares must be specified)

(b) the Company shall treat each proxy appointed in accordance with paragraph 7.2(b) above or each sub-account holder on whose behalf the Scheme Shareholder which is a relevant intermediary holds Scheme Shares, and which casts a vote for or against the Scheme as:

(i) casting one (1) vote in number for purposes of the Headcount Test; and

(ii) the value represented by the proxy or the sub-account holder for purposes of the Value Test shall be the number of Scheme Shares in relation to which voting rights are being exercised by the proxy or the sub-account holder.

For the avoidance of doubt, where a person has been appointed as proxy of more than one (1) sub-account holder to vote at the Scheme Meeting, the votes of such proxy shall be counted as separate votes attributable to each appointing sub-account holder for purposes of the Headcount Test and Value Test provided that the proxy is exercising the voting rights attached to a different Scheme Share or Scheme Shares (which number and class of Scheme Shares must be specified). The Scheme Shareholder which is a relevant intermediary shall submit to the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., either:

(A) by post at 1 Harbourfront Avenue, Keppel Bay Tower #14-07, Singapore 098632; or

(B) via email to srs.proxy@boardroomlimited.com,

by no later than 2.00 p.m. on 25 August 2025, the list of these sub-account holder(s) (which sets out the name of each sub-account holder, the number of Scheme Shares attributed to each sub-account holder, and whether the sub-account holder has voted in favour of or against the Scheme in respect of such Scheme Shares);

(C) where a Scheme Shareholder which is a relevant intermediary casts the voting rights attached to the Scheme Shares held on behalf of its sub-account holder(s) both for and against the Scheme otherwise than in accordance with paragraph 7.2(b) above or without specifying the number of sub-account holders, the number and class of Scheme Shares held by each sub-account holder and the vote cast by each sub-account holder, without prejudice to the treatment of any proxies appointed in accordance with paragraph 7.2(b) above:

(i) the Company shall treat the relevant intermediary as casting one (1) vote in favour of the Scheme for the purposes of the Headcount Test if the relevant intermediary casts more votes for the Scheme than against the Scheme;

(ii) the Company shall treat the relevant intermediary as casting one (1) vote against the Scheme for the purposes of the Headcount Test if the relevant intermediary casts more votes against the Scheme than for the Scheme;

(iii) the Company shall treat the relevant intermediary as casting one (1) vote for and one (1) vote against the Scheme for the purposes of the Headcount Test if the relevant intermediary casts equal votes for and against the Scheme; and

(iv) with respect to each of the scenarios set out in paragraphs 7.3(c)(i), (ii) and (iii) above, the value represented by the relevant intermediary for purposes of the Value Test shall be the number of Scheme Shares in relation to which voting rights "for" and "against" the Scheme are being exercised by the relevant intermediary.

8. KEY DATES/DEADLINES

The table below sets out the key dates/deadlines for Scheme Shareholders to note:

Last date and time for submission of questions in advance of the Scheme Meeting	:	21 August 2025, 2.00 p.m.
Last date and time for the Company's responses to substantial and relevant questions received from Scheme Shareholders	:	23 August 2025, 2.00 p.m.
Last date and time for lodgement of Proxy Form for the Scheme Meeting	:	25 August 2025, 2.00 p.m.
Date and time of Scheme Meeting	:	28 August 2025, 2.00 p.m.

An indicative timetable for the events which are scheduled to take place after the Scheme Meeting is set out in the Scheme Document.

9. DIRECTORS' RESPONSIBILITY STATEMENT

The directors of the Company (including any 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 which relate to the Company are fair and accurate and that, where appropriate, there are no other material facts omitted from this announcement, the omission of which would make any statement in this announcement misleading, and the directors of the Company jointly and severally accept responsibility accordingly.

Where any information in this announcement has been extracted or reproduced from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the directors of the Company has been to ensure that, through reasonable enquiries, such information is accurately extracted from such sources or, as the case may be, reflected or reproduced in this announcement in its proper form and context. The directors of the Company do not accept any responsibility for any information relating to the Offeror and/or the Offeror's Concert Parties or any opinion expressed by the Offeror and/or the Offeror's Concert Parties.

BY ORDER OF THE BOARD
Singapore Paincare Holdings Limited

Dr. Lee Mun Kam Bernard
Executive Chairman and Chief Executive Officer
13 August 2025

This announcement has been reviewed by the Company's sponsor, Novus Corporate Finance Pte. Ltd. (the "**Sponsor**"). It has not been examined or approved by the Singapore Exchange Securities Trading Limited (the "**Exchange**") and the Exchange 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 Mr. Pong Chen Yih, Chief Operating Officer, at 7 Temasek Boulevard, #04-02 Suntec Tower 1, Singapore 038987, telephone (65) 6950 2188.