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

IN THE GENERAL DIVISION OF THE HIGH COURT OF THE REPUBLIC OF SINGAPORE

HC/OA 787/2025

In the matter of Section 210 of the Companies Act 1967

And

In the Matter of
Singapore Paincare Holdings Limited
(Company Registration No: 201843233N)

… Applicant

SCHEME OF ARRANGEMENT

under Section 210 of the Companies Act 1967

Among

Singapore Paincare Holdings Limited

And

The Scheme Shareholders (as defined herein)

And

Advance Bridge Healthcare Pte. Ltd.

NOTICE IS HEREBY GIVEN that by an Order of Court dated 12 August 2025 made in the above matter, the High Court of the Republic of Singapore (the "**Court**") has directed a meeting (the "**Scheme Meeting**") of the Scheme Shareholders of Singapore Paincare Holdings Limited (the "**Company**") to be convened and such Scheme Meeting shall be 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 following resolution:

THE SCHEME RESOLUTION

"**RESOLVED THAT** the Scheme of Arrangement dated 13 August 2025 proposed to be made pursuant to Section 210 of the Companies Act 1967 of Singapore, between (i) the Company, (ii) the Scheme Shareholders and (iii) Advance Bridge Healthcare Pte. Ltd., a copy of which has been circulated with this Notice convening this Scheme Meeting, be and is hereby approved."

All references to the Scheme Document in this Notice of Scheme Meeting shall mean the Company's Scheme Document to the Scheme Shareholders dated 13 August 2025. All capitalised terms used but not otherwise defined herein shall have the same meanings given to them in the Scheme Document.

By the said Order of Court, the Court has appointed Mr. Wong Yee Kong, or failing him, any other director of the Company, to act as Chairman of the Scheme Meeting and has directed the Chairman to report the results thereof to the Court.

The said Scheme of Arrangement will be subject to, inter alia, the subsequent sanction of the Court.

IMPORTANT NOTICE FROM THE COMPANY:

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.**

Electronic copies of the Scheme Document (together with this Notice of Scheme Meeting, the Proxy Form and the Request Form) has been made 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 SGXNet and the corporate website of the Company. A printed copy of the Scheme Document will **NOT** be despatched to Scheme Shareholders (unless upon request). Instead, only printed copies of this Notice of Scheme Meeting, the Proxy Form and the Request Form will be despatched to Scheme Shareholders.

Scheme Shareholders (including 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: (i) by post at 1 Harbourfront Avenue, Keppel Bay Tower #14-07, Singapore 098632, or (ii) 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 his/her/its own risk, up to three (3) Market Days prior to the date of the Scheme Meeting.

NOTES:

1. A copy of the said Scheme of Arrangement and a copy of the Explanatory Statement required to be furnished pursuant to Section 211 of the Companies Act 1967 of Singapore, are incorporated in the Scheme Document of which this Notice of Scheme Meeting forms part of.

Arrangements for Conduct of the Scheme Meeting

2. Arrangements relating to the conduct of the Scheme meeting, including:

   (a) attending the Scheme Meeting in person;

   (b) submitting questions related to the Scheme Resolution to be tabled for approval at the Scheme Meeting, in advance of the Scheme Meeting or at the Scheme Meeting itself; and/or

   (c) voting at the Scheme Meeting by the Scheme Shareholder (i) in person or (ii) by his/her/its duly appointed proxy,

   are set out in this Notice of Scheme Meeting. Any reference to a time of day is made by reference to Singapore time.

Scheme Shareholders, including SRS Investors, or, where applicable, their appointed proxy who will be attending the Scheme Meeting in person should bring along their NRIC/passport so as to enable the verification of their identity on the day of the Scheme Meeting.

Question & Answer, Minutes of Scheme Meeting

3. 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.

4. 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).

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

6. 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.

   For questions or follow-up questions received after the deadline for the submission of questions of 2.00 p.m. on 21 August 2025, the Company will endeavour to address all the substantial and relevant questions submitted by Scheme Shareholders at the Scheme Meeting.

   Where substantially similar questions are received, the Company will consolidate such questions and consequently not all questions may be individually addressed.

7. Scheme Shareholders (including SRS Investors) or, where applicable, their appointed proxy may also ask the Chairman of the Scheme Meeting substantial and relevant questions related to the Scheme Resolution at the Scheme Meeting.

8. 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 Scheme Shareholders which are addressed during the Scheme Meeting.

Voting, or appointing a proxy to vote, at the Scheme Meeting

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

10. A Scheme Shareholder who is not a relevant intermediary (as defined below) and is entitled to attend, speak and vote at the Scheme Meeting may only appoint one (1) proxy to attend, speak and vote in his/her/its stead and may only cast all the votes he/she/it uses at the Scheme Meeting (whether in person or by proxy) in one (1) way. Where a Scheme Shareholder who is not a relevant intermediary appoints more than one (1) proxy, such additional appointments shall be invalid.

11. A proxy need not be a member of the Company and may be the Chairman of the Scheme Meeting. In appointing the Chairman of the Scheme Meeting as proxy, Scheme Shareholders should specifically indicate in the proxy form how they wish to vote for or vote against (or abstain from voting on) the Scheme Resolution, failing which the Chairman of the Scheme Meeting as proxy for that resolution will be able to vote or abstain from voting at his discretion.

12. In appointing such other person(s) as proxy, if no specific direction as to voting is given, the proxy/proxies will vote or abstain from voting at his/her/their discretion, as he/she/they will on any other matters arising at the Scheme Meeting.

13. A Scheme Shareholder who wishes to submit an instrument appointing a proxy must complete the accompanying proxy form (the "**Proxy Form**"), before submitting it in the manner set out below and the instructions set out in the Proxy Form.

14. A form of proxy applicable for the Scheme Meeting is enclosed with the printed document of which this Notice of Scheme Meeting forms part of. Printed copies of this Notice of Scheme Meeting, the Proxy Form and the Request Form will be sent to the Scheme Shareholders. The Proxy Form may also be accessed at the Company's corporate website at the URL https://sgpaincare.com/news-main/investor-relations-announcements/ and on SGXNet at the URL https://www.sgx.com/securities/company-announcements.

15. In the case of joint holders of Scheme Shares, any one of such persons may vote, but if more than one of such persons be present at the Scheme Meeting, the person whose name stands first in the Register of Members of the Company or, as the case may be, the Depository Register (as defined in Section 81SF of the Securities and Futures Act 2001 of Singapore) shall alone be entitled to vote.

16. The completed and signed Proxy Form (together with the power of attorney or such other authority (if any) under which it is signed or notarially certified copy of such power of attorney) must be deposited 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, #14-07 Keppel Bay Tower, Singapore 098632; or

    (b) if submitted electronically, 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.

17. **Scheme Shareholders are strongly encouraged to submit their completed Proxy Forms electronically via email.**

18. If any Scheme Shareholder fails to submit a Proxy Form (if applicable) in the manner and within the period stated therein or if the Proxy Form (if applicable) is incomplete, improperly completed, illegible or where the true intentions of the Scheme Shareholder are not ascertainable from the instructions of the Scheme Shareholder specified in the Proxy Form (if applicable), the Scheme Shareholders and the proxy of such Scheme Shareholder (if applicable) may only be admitted to the Scheme Meeting at the discretion of the Chairman. Any such Scheme Shareholder shall, nonetheless, be bound by the terms of the Scheme in the event that it becomes effective.

19. Relevant intermediaries:

Persons who hold Scheme Shares through relevant intermediaries, other than SRS Investors, and who wish to participate in the Scheme Meeting should contact the relevant intermediary through which they hold such Scheme Shares as soon as possible. Persons who hold Scheme Shares through relevant intermediaries, other than SRS Investors, may (a) vote at the Scheme Meeting if they are appointed as proxy by their respective relevant intermediaries; or (b) specify their voting instructions to/arrange for their votes to be submitted with their respective relevant intermediaries, and should contact their respective relevant intermediaries as soon as possible in order for the necessary arrangements to be made.

In addition, SRS Investors may (i) vote at the Scheme Meeting if they are appointed as proxy by their respective SRS Agent Banks, and should contact their respective SRS Agent Banks if they have any queries regarding their appointment as proxy; or (ii) specify their voting instructions to/arrange for their votes to be submitted with their respective SRS Agent Banks, and should approach their respective SRS Agent Banks by 5.00 p.m. on 18 August 2025, being at least seven (7) working days before the date of the Scheme Meeting, to ensure their votes are submitted.

20. In relation to any Scheme Shareholder who is a relevant intermediary:

(a) subject to paragraph 20(b) below, a Scheme Shareholder who is a relevant intermediary need not cast all the votes he/she/it uses in the same way provided that each vote is exercised in relation to a different Scheme Share; and

(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 rights attached to a different Scheme Share or Scheme Shares held by the Scheme Shareholder (which number and class of shares must be specified). Each proxy appointed in accordance with this paragraph 20(b) may only cast all the votes he/she/it uses at the Scheme Meeting in one (1) way.

A "**relevant intermediary**" means:

(i) a banking corporation licensed under the Banking Act 1970 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;

(ii) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act 2001, and who holds shares in that capacity; or

(iii) the Central Provident Fund Board ("**CPF Board**") established by the Central Provident Fund Act 1953, 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.

21. For purposes of determining whether the condition under Section 210(3AB)(a) of the Companies Act is satisfied:

(a) the Company shall treat each proxy appointed in accordance with paragraphs 10 or 20(b) and who casts a vote for or against the Scheme as casting one (1) vote. 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 person shall be counted as the votes of the number of appointing Scheme Shareholders; and

(b) where a Scheme Shareholder who is a relevant intermediary casts votes both for and against the Scheme otherwise than in accordance with paragraph 20(b) above, without prejudice to the treatment of any proxies appointed in accordance with paragraph 20(b) above:

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

(iii) the Company shall treat the relevant intermediary as casting one (1) vote for and one (1) vote against the Scheme if the relevant intermediary casts equal votes for and against the Scheme.

22. Please see the Scheme Document (including the Explanatory Statement set out in Appendix A to the Scheme Document) and the notes to the Proxy Form for more information.

Personal data privacy

23. By either (a) attending the Scheme Meeting, (b) submitting an instrument appointing proxy(ies) and/or representative(s) to attend, speak and vote at the Scheme Meeting and/or any adjournment thereof, (c) submitting any question in advance of, or at, the Scheme Meeting, and/or (d) submitting the Request Form to request for a printed copy of the Scheme Document, a Scheme Shareholder:

(i) consents to the collection, use and disclosure of the Scheme Shareholder's personal data by the Company (or its respective agents or service providers) for the following purposes:

(A) the processing, administration and analysis by the Company (or its respective agents or service providers) of instruments appointing proxy(ies) and/or representative(s) for the Scheme Meeting (including any adjournment thereof);

(B) the addressing of questions received from Scheme Shareholders in advance of or at the Scheme Meeting and, if necessary, the following up with the relevant Scheme Shareholders in relation to such questions;

(C) the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the Scheme Meeting (including any adjournment thereof); and

(D) in order for the Company (or its respective agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines,

(collectively, the "**Purposes**");

(ii) warrants that where the Scheme Shareholder discloses the personal data of the Scheme Shareholder's proxy(ies) and/or representative(s) to the Company (or its respective agents or service providers), the Scheme Shareholder has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its respective agents or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes;

(iii) agrees to provide the Company with written evidence of such prior consent upon reasonable request;

(iv) agrees that the Scheme Shareholder will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the Scheme Shareholder's breach of warranty; and

(v) agrees and consents to such photographic, sound and/or video recordings of the Scheme Meeting as may be made by the Company (or its respective agents or service providers) for record keeping and to ensure the accuracy of the minutes prepared of the Scheme Meeting. Accordingly, the personal data of the Scheme Shareholder (such as his/her name, his/her presence at the Scheme Meeting and any questions he/she may raise or motions he/she may propose/second) may be recorded by the Company (or its respective agents or service providers) for such purpose.

Dated this 13th day of August 2025

Chancery Law Corporation
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Singapore 068906

Solicitors for
Singapore Paincare Holdings Limited

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.