Singapore PAINCARE

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.

PROXY FORM FOR SCHEME MEETING

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

IMPORTANT :

1. A proxy need not be a member of the Company and may be the Chairman of the Scheme Meeting.
2. A Scheme Shareholder who is not a relevant intermediary and is entitled to attend and vote at the Scheme Meeting may appoint one (1) proxy to attend and vote in his/her/its stead. Where a Scheme Shareholder who is not a relevant intermediary appoints more than one (1) proxy, such additional appointments shall be invalid.
3. For SRS Investors who have used their SRS monies to buy shares in the Company, this Proxy Form is not valid for use and shall be ineffective for all intents and purposes if used or is purported to be used by them. SRS Investors should contact their SRS operators to submit their votes by 5.00 p.m. on 18 August 2025, being at least seven (7) working days before the date of the Scheme Meeting.
4. All capitalised terms used in this Proxy Form but not otherwise defined herein shall have the same meanings given to them in the Company's Scheme Document to the Scheme Shareholders dated 13 August 2025.
5. **Please read the notes overleaf which contains instructions on, *inter alia*, the appointment of a Scheme Shareholder's proxy to attend, speak and vote on his/her/its behalf, at the Scheme Meeting.**

Personal Data Privacy

By submitting an instrument appointing a proxy, the Scheme Shareholder accepts and agrees to the personal data privacy terms set out in the Notice of Scheme Meeting dated 13 August 2025.

PROXY FORM
SCHEME MEETING
(Please see notes overleaf before completing this Form)

I/We* _____ (Name) _____ (NRIC No./Passport No./UEN No.*)

of _____ (Address)

being a member/members* of **SINGAPORE PAINCARE HOLDINGS LIMITED** (the "**Company**"), hereby appoint:

Name	Address	NRIC/Passport No.

or failing him/her*, the Chairman of the Scheme Meeting of the Company, as my/our* proxy to attend and to vote for me/us* on my/our* behalf at the Scheme Meeting to be held at Seletar Country Club, 101 Seletar Club Road, Singapore 798273 on 28 August 2025 at 2.00 p.m. and at any adjournment thereof, for the purpose of considering and, if thought fit, approving the Scheme of Arrangement referred to in the notice convening the Scheme Meeting, and at such Scheme Meeting (or at any adjournment thereof) to vote for me/us* and in my/our* name(s) for the said Scheme or against the said Scheme as hereunder indicated.

I/We* direct my/our* proxy to vote for or against, or abstain from voting on, the Scheme of Arrangement as indicated hereunder. If no specific direction as to voting is given, my/our* proxy may vote or abstain from voting at his/her* discretion. If no person is named in the above boxes, the Chairman of the Scheme Meeting shall be my/our* proxy to vote, for or against, or abstain from voting on, the Scheme of Arrangement to be proposed at the Scheme Meeting, for me/us* and on my/our* behalf at the Scheme Meeting and at any adjournment thereof. In appointing the Chairman of the Scheme Meeting as proxy, Scheme Shareholders must give specific instructions as to voting, or abstentions from voting, in the form of proxy, 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.

Voting will be conducted by poll.

THE SCHEME RESOLUTION	For	Against	Abstain
To approve the Scheme of Arrangement			

Notes:

If you are a Scheme Shareholder who is not a relevant intermediary:

*You may only appoint **ONE (1) PROXY** to attend, speak and vote in your stead and cast all the votes you use in the Scheme Meeting **IN ONE WAY**. If you wish to vote "**FOR**" the resolution, please indicate with a tick (√) in the box marked "**FOR**" as set out above. If you wish to vote "**AGAINST**" the resolution, please indicate with a tick (√) in box marked "**AGAINST**" as set out above. If you wish to abstain from voting on the resolution, please indicate with a tick (√) in the box marked "**ABSTAIN**" as set out above. **DO NOT TICK MORE THAN ONE BOX**.*

If you are a Scheme Shareholder who is a relevant intermediary:
*Please indicate (i) the number of votes "**FOR**" or "**AGAINST**" in the "**FOR**" or "**AGAINST**" boxes as set out above in respect of the resolution; and (ii) the number of Scheme Shares your proxy is directed to abstain from voting in the "**ABSTAIN**" box provided in respect of the resolution.*

Dated this _____ day of _____ 2025

Total number of Scheme Shares In:	No. of Scheme Shares
(a) CDP Register	
(b) Register of Members	

_____

Signature(s) of Scheme Shareholder(s) and/or Common Seal

** Delete where inapplicable*

IMPORTANT : PLEASE READ NOTES OVERLEAF

PROXY FORM FOR SCHEME MEETING

Notes:

1. The Scheme Meeting will be convened and held in a wholly physical format. There will be no option for Scheme Shareholders to participate virtually. This Proxy Form (along with the Scheme Document, the Notice of Scheme Meeting and the Request Form) may 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.
2. 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.
3. A Scheme Shareholder who is not a relevant intermediary (as defined in paragraph 15 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.
4. 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.
5. 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.
6. The appointment of a proxy by this instrument shall not preclude a Scheme Shareholder from attending and voting in person at the Scheme Meeting. If a Scheme Shareholder attends the Scheme Meeting in person, the appointment of a proxy shall be deemed to be revoked, and the Company reserves the right to refuse to admit such proxy to the Scheme Meeting.
7. A Scheme Shareholder should insert the total number of Scheme Shares held. If the Scheme Shareholder has Scheme Shares entered against his/her/its name in the Depository Register maintained by CDP, he/she/it should insert that number of Scheme Shares. If the Scheme Shareholder has Scheme Shares registered in his/her/its name in the Register of Members, he/she/it should insert that number of Scheme Shares. If the Scheme Shareholder has Scheme Shares entered against his/her/its name in the said Depository Register and registered in his/her/its name in the Register of Members, he/she/it should insert the aggregate number of Scheme Shares. If no number is inserted, this form of proxy will be deemed to relate to all the Scheme Shares held by the Scheme Shareholder.
8. The Proxy Form must be executed under the hand of the appointor or of his/her/its attorney duly authorised in writing. Where the Proxy Form is executed by a corporation, it must be executed either under its common seal or under the hand of its attorney or a duly authorised officer.
9. Where a Proxy Form is signed on behalf of the appointor by an attorney or a duly authorised officer, the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority must (failing previous registration with the Company) be lodged with the Proxy Form, failing which the instrument may be treated as invalid.
10. The Company shall be entitled to reject a Proxy Form which is incomplete, improperly completed or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified on and/or attached to the Proxy Form. In addition, the Company may reject a Proxy Form if the Scheme Shareholder, being the appointor, is not shown to have Scheme Shares entered against his/her/its name in the Depository Register or Register of Members (as the case may be) as at 72 hours before the time appointed for holding the Scheme Meeting, as certified by CDP and the Share Registrar to the Company, respectively.
11. 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 appointed for the Scheme Meeting.
12. **Scheme Shareholders are strongly encouraged to submit their completed Proxy Forms electronically via email.**
13. If any Scheme Shareholder fails to submit a Proxy Form (if applicable) in the manner and within the period stated herein 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.
14. 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.
15. In relation to any Scheme Shareholder who is a relevant intermediary:
    (a) subject to paragraph 15(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 15(b) may only cast all the votes he/she/it uses at the Scheme Meeting in one (1) way.

    A "**relevant intermediary**" means:
    (A) 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;
    (B) 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
    (C) 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.
16. 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 3 or 15(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 15(b) above, for purposes of determining whether the condition under Section 210(3AB)(a) of the Companies Act is satisfied, without prejudice to the treatment of any proxies appointed in accordance with paragraph 15(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.
17. SRS Agent Banks acting on the request of SRS Investors who wish to attend the Scheme Meeting as observers are requested to submit in writing, a list with details of the investors' names, NRIC/Passport numbers, addresses and number of Scheme Shares held. The list, signed by an authorised signatory of the SRS Agent Bank, should reach the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 1 Harbourfront Avenue, Keppel Bay Tower #14-07, Singapore 098632, at least 72 hours before the time appointed for holding the Scheme Meeting.
18. All references to a time of day is made by reference to Singapore time.
19. All Scheme Shareholders will be bound by the outcome of the Scheme Meeting regardless of whether they have attended or voted at the Scheme Meeting.
20. All capitalised terms not otherwise defined herein shall have the meanings given to them in the Company's Scheme Document dated 13 August 2025.