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

GRANT OF WAIVER OF A CONDITION IN RESPECT OF THE EXTENSION OF TIME GRANTED FOR RULES 705(1), 707(1) AND 711A OF THE SINGAPORE EXCHANGE SECURITIES TRADING LIMITED LISTING MANUAL SECTION B: RULES OF CATALIST

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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 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;

(b) 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 ("**Scheme Meeting**") and containing further orders in relation to the conduct of the Scheme Meeting;

(c) the announcement dated 20 August 2025 made by the Company in relation to the receipt of grant of EOT or Waivers;

(d) the joint announcement dated 25 August 2025 ("**Clarification Announcement**") made by the Company and the Offeror in relation to the clarification on a WhatsApp message sent to Scheme Shareholders who or which are contactable via WhatsApp;

(e) the announcement dated 27 August 2025 made by the Company in relation to the adjournment of the Scheme Meeting to be convened on 28 August 2025 at 2.00 p.m. to a later date to be determined ("**Adjourned Scheme Meeting**"); and

(f) the announcement dated 28 August 2025 made by the Company in relation to the non-fulfilment of the Scheme Meeting Condition,

(collectively known 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. GRANT OF WAIVER OF THE REQUIREMENT FOR THE SCHEME MEETING TO BE CONVENED BEFORE 29 AUGUST 2025 IN RESPECT OF THE EXTENSION OF TIME FOR COMPLIANCE WITH RULES 705(1), 707(1), AND 711A OF THE CATALIST RULES

As announced on 28 August 2025, the Company is unable to fulfil the requirement for the Scheme Meeting to be convened before 29 August 2025 (the "**Scheme Meeting Condition**") in light of the adjournment of the Scheme Meeting to a later date to be determined.

The Company had since consulted SGX RegCo in respect of a waiver of the Scheme Meeting Condition in respect of the EOT granted ("**Waiver of Condition**") on the following bases:

(a) There is no change to the rationale for the application for the EOT. Even if the EOT is no longer effective, the Company will not be able to meet the prescribed deadlines for the same reasons as set out in paragraph 2(a) of the Announcement dated 15 July 2025.

Nonetheless, it is not the intention for the Board and Company to breach the Catalist Rules. Owing to the extenuating circumstances set out in paragraph 2(a) of the Announcement dated 15 July 2025, the Company will not be able to meet the prescribed timelines, which are independent of the convening of the Scheme Meeting.

(b) The adjournment of the Scheme Meeting was unexpected, and would have proceeded if not for circumstances which were out of the Company's control.

(c) In the event the Scheme Meeting does not proceed for whatsoever reason, or should the Scheme not be approved by the Scheme Shareholders, the Company will remain listed on the SGX-ST. Waiver of the Scheme Meeting Condition would allow the Company to continue to be in compliance with its obligations under the Catalist Rules, as the adjournment of the Scheme Meeting was an unforeseen event and one which was not within the Company's control.

The Board wishes to announce that the SGX RegCo has on 13 October 2025 informed the Company that in respect of the EOT, based on the Company's submissions and representations to the SGX RegCo, the Scheme Meeting Condition is not applicable in light of the Company's circumstances. Accordingly, the EOT granted by the SGX RegCo on 19 August 2025 remains valid.

For the avoidance of doubt, the Waivers granted by the SGX RegCo is not applicable for the reasons set out under paragraph 3 of this announcement.

3. UPDATE ON THE SCHEME AND THE ADJOURNED SCHEME MEETING

The Company wishes to update Scheme Shareholders that pursuant to its consultation with the Securities Industry Council of Singapore ("**SIC**"), the revised Scheme Document to be despatched to the Scheme Shareholders in respect of the Adjourned Scheme Meeting will contain, among others, the following disclosures in respect of the Company:

(a) the relevant financial information for the financial years ended 30 June 2023 ("**FY2023**"), 30 June 2024 ("**FY2024**"), and 30 June 2025 ("**FY2025**"), based on the audited consolidated financial statements for the Group for FY2023, FY2024 and FY2025 in accordance with Rule 24.4(c) of the Singapore Code on Take-overs and Mergers ("**Code**");

(b) a statement of the assets and liabilities shown in the last published audited accounts for FY2025, based on the audited consolidated financial statements for the Group for FY2025 in accordance with Rule 24.4(d) of the Code; and

(c) particulars of all known material changes in the financial position of the Company subsequent to the last published audited accounts or a statement that there are no such known material changes, based on the audited consolidated financial statements for the Group for FY2025 in accordance with Rule 24.4(e) of the Code.

In view of the foregoing and taking into consideration the EOT and that, pursuant thereto, the Company's annual general meeting for FY2025 ("**FY2025 AGM**") has to be held by 30 December 2025, the Adjourned Scheme Meeting will only be conducted after the FY2025 AGM. Scheme Shareholders are to also note that the Scheme will only come into effect upon, and the conduct of the Adjourned Scheme Meeting is subject to, amongst others, the SIC consenting to an extension of the deadline by which the Scheme must be completed, as ruled by SIC in its rulings dated 27 February 2025 in relation to the Acquisition and the Scheme, such date currently being 27 November 2025 (i.e. 6 months from the Joint Announcement dated 28 May 2025).

Scheme Shareholders are advised to read this announcement and any further announcements by the Company carefully. Scheme Shareholders who are in doubt as to the action they should take should consult their own professional advisers immediately.

4. 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 October 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.