
MINUTES OF ANNUAL GENERAL MEETING OF THE COMPANY HELD ON 29 APRIL 2021

QUE Lippo Healthcare Limited (the “**Company**”) refers to:

- (a) the COVID-19 (Temporary Measures) Act 2020 as amended, modified or supplemented from time to time, which, *inter alia*, enables the Minister for Law by order to prescribe alternative arrangements for listed companies in Singapore to conduct general meetings, either wholly or partly, by electronic communication, video conferencing, teleconferencing or other electronic means;
- (b) the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 (the “**Order**”);
- (c) the joint statement by Accounting Corporate and Regulatory Authority, Singapore Exchange Regulation and the Monetary Authority of Singapore on 13 April 2020 (as updated on 27 April 2020, 22 June 2020 and 1 October 2020) providing additional guidance on conduct of general meetings during the period when elevated safe distancing measures are in place (the “**Guidance**”); and
- (d) the Notice of Annual General Meeting (the “**AGM**”) dated 31 March 2021, providing shareholders with more information on the alternative arrangements adopted for the AGM of the Company.

Pursuant to the Order and the Guidance, the Company is required to publish the minutes of the AGM within one month after the date of the AGM on SGXNET and, if available, its corporate website.

Please refer to **Annex A** hereto for the minutes of the AGM of the Company (the “**Minutes**”) which was convened and held by way of electronic means on Thursday, 29 April 2021 at 2:00 p.m.. The Minutes have also been published on our corporate website and may be accessed at the URL https://investor.ouelh.com/agm_egm.html.

By Order of the Board
QUE Lippo Healthcare Limited

Mr. Yet Kum Meng
Chief Executive Officer and Executive Director
17 May 2021

This announcement has been reviewed by the Company's sponsor, PrimePartners 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 document, including the correctness of any of the statements or opinions made or reports contained in this document.

The contact person for the Sponsor is Ms. Gillian Goh, 16 Collyer Quay, #10-00 Income at Raffles, Singapore 049318, sponsorship@ppcf.com.sg.

QUE Lippo Healthcare Limited

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Annex A

QUE LIPPO HEALTHCARE LIMITED

(Registration No. 201304341E)

(the "Company")

MINUTES OF THE ANNUAL GENERAL MEETING OF THE COMPANY HELD BY WAY OF ELECTRONIC MEANS ON THURSDAY, 29 APRIL 2021 AT 2:00 P.M.

PRESENT

Board of Directors

(in attendance)

Mr Lee Yi Shyan

- *Chairman and Non-Independent and Non-Executive Director*

Mr Yet Kum Meng

- *Chief Executive Officer (the "CEO") and Executive Director*

(attended via video conference)

Mr Tadahiro Kiyosu

- *Non-Independent and Non-Executive Director*

Mr Roger Tan Chade Phang

- *Lead Independent and Non-Executive Director*

Mr Eric Sho Kian Hin

- *Independent and Non-Executive Director*

Mr Jackson Tay Eng Kiat

- *Independent and Non-Executive Director*

Mr Johji Sato

- *Independent and Non-Executive Director*

Shareholders (attended via live webcast or audio conference)

As per attendance list separately maintained by the Company.

Company Secretary (attended via live webcast)

Ms Fazilah Abdul Rahman

BY INVITATION (attended via live webcast or video conference)

From the Company

Mr Vincent Yik

- *Chief Financial Officer*

Auditor – KPMG LLP

Ms Teo Han Jo

- *Partner-in-Charge*

Ms Ng Yee Shun

Sponsor – PrimePartners Corporate Finance Pte. Ltd.

Ms Gillian Goh

Ms Foo Jien Jieng

Ms Valere Goh

Legal Adviser – Rajah & Tann Singapore LLP

Ms Sandy Foo

Mr Jansen Chow

Mr Goh Jun Yi

Scrutineer – DrewCorp Services Pte. Ltd.

Mr Raymond Lam

The full attendance record (based on list of login credentials issued) is separately maintained by the Company Secretary.

1. CHAIRMAN

Mr Lee Yi Shyan, the Chairman of the Annual General Meeting (the "**Chairman**"), welcomed all attendees to the Annual General Meeting (the "**Meeting**") on behalf of the Board of Directors of the Company (the "**Board**").

The Chairman informed the Meeting that as stated in the Notice of Annual General Meeting dated 31 March 2021 (the "**Notice**"), the Meeting was being convened pursuant to the COVID-19 alternative arrangements legislation(s) (the "**COVID-19 Legislation**", including the COVID-

MINUTES OF THE ANNUAL GENERAL MEETING HELD ON 29 APRIL 2021 - Page 2

19 (Temporary Measures) Act 2020 and the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 as in-force at the time and applicable to the Meeting).

2. QUORUM

In accordance with the COVID-19 Legislation, a quorum is formed by two (2) members of the company personally or electronically present. Having ascertained that a quorum was present, the Chairman declared the Meeting open.

3. NOTICE AND PRESENTATION

The Chairman took the Notice as read and invited the CEO to give a short presentation. After the presentation, the CEO handed the proceedings of the Meeting back to the Chairman. A copy of the presentation, which was posted via SGXNET and the Company's corporate website on 29 April 2021, is annexed to this Minutes as "**Appendix A**".

The Chairman then proceeded to inform the Meeting that:

- (i) in accordance with the COVID-19 Legislation, all votes on the resolutions to be tabled at the Meeting would be by proxy and only the Chairman may be appointed as a proxy. All resolutions tabled at the Meeting would be voted on by poll and counted based on the proxy forms that were submitted to the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at least 48 hours before the Meeting (ie. 27 April 2021 at 2:00 p.m.) by either post or via email. No other forms of voting would be conducted during the Meeting;
- (ii) the validity of the proxies submitted by the shareholders by the submission deadline had been reviewed and the votes of all such valid proxies have been counted and verified by DrewCorp Services Pte. Ltd., who have been appointed as scrutineers for the poll;
- (iii) the Chairman has been appointed as the proxy by shareholders and would be voting in accordance with the shareholders' instructions; and
- (iv) as stated in the Notice, shareholders would not be able to ask questions in relation to the agenda of the Meeting during the "live" audio-and-video webcast and the "live" audio-only stream of the proceedings. The Company had invited shareholders who wished to ask questions related to the resolutions to be tabled for approval at the Meeting to submit them in advance by either post or via email. As at the cut-off date on 26 April 2021 at 2:00 p.m., the Company had not received any questions from shareholders.

4. RESOLUTION 1: DIRECTORS' STATEMENT AND AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

The motion to approve and adopt the Directors' Statement and Audited Financial Statements of the Company and its subsidiaries (the "**Group**") for the financial year ended 31 December 2020 and the Auditors' Report thereon was proposed by the Chairman and put to vote.

The results of the proxy voting for Resolution 1 was as follows:

OUE LIPPO HEALTHCARE LIMITED
(Registration No. 201304341E)

MINUTES OF THE ANNUAL GENERAL MEETING HELD ON 29 APRIL 2021 - Page 3

Total number of Shares represented by votes for and against the resolution	For		Against	
	Number of Shares	As a percentage of total number of votes for and against the resolution (%)	Number of Shares	As a percentage of total number of votes for and against the resolution (%)
3,984,799,726	3,984,786,726	100.00	13,000	0.00

No one abstained from voting on Resolution 1.

Based on the results of the proxy voting, the Chairman declared the Resolution 1, being an Ordinary Resolution, carried by a majority vote, and it was:

RESOLVED THAT the Directors' Statement and Audited Financial Statements of the Company and its subsidiaries for the financial year ended 31 December 2020 and the Auditors' Report thereon be and are hereby received and adopted.

5. RESOLUTION 2: DIRECTORS' FEES FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

The motion to approve the payment of Directors' Fees was proposed by the Chairman and put to vote.

The results of the proxy voting for Resolution 2 was as follows:

Total number of Shares represented by votes for and against the resolution	For		Against	
	Number of Shares	As a percentage of total number of votes for and against the resolution (%)	Number of Shares	As a percentage of total number of votes for and against the resolution (%)
3,984,799,726	3,984,786,726	100.00	13,000	0.00

No one abstained from voting on Resolution 2.

Based on the results of the proxy voting, the Chairman declared the Resolution 2, being an Ordinary Resolution, carried by a majority vote, and it was:

RESOLVED THAT the payment of S\$570,000 as Directors' Fees for the financial year ended 31 December 2020 be and is hereby approved.

6. RESOLUTION 3(a): RE-APPOINTMENT OF MR YET KUM MENG AS THE COMPANY'S DIRECTOR

The motion to re-appoint Mr Yet Kum Meng as a Director of the Company was proposed by the Chairman and put to vote.

The results of the proxy voting for Resolution 3(a) was as follows:

Total number of Shares represented by votes for and against the resolution	For		Against	
	Number of Shares	As a percentage of total number of votes for and against the resolution (%)	Number of Shares	As a percentage of total number of votes for and against the resolution (%)
3,984,799,726	3,984,786,726	100.00	13,000	0.00

No one abstained from voting on Resolution 3(a).

Based on the results of the proxy voting, the Chairman declared the Resolution 3(a), being an Ordinary Resolution, carried by a majority vote, and it was:

RESOLVED THAT Mr Yet Kum Meng who retired in accordance with Article 93 of the Company's Constitution be and is hereby re-appointed as a Director of the Company.

Mr Yet Kum Meng, who was being re-appointed, would continue to serve as the Chief Executive Officer and Executive Director of the Company.

7. RESOLUTION 3(b): RE-APPOINTMENT OF MR ROGER TAN CHADE PHANG AS THE COMPANY'S DIRECTOR

The motion to re-appoint Mr Roger Tan Chade Phang as a Director of the Company was proposed by the Chairman and put to vote.

The results of the proxy voting for Resolution 3(b) was as follows:

Total number of Shares represented by votes for and against the resolution	For		Against	
	Number of Shares	As a percentage of total number of votes for and against the resolution (%)	Number of Shares	As a percentage of total number of votes for and against the resolution (%)
3,984,799,726	3,984,786,726	100.00	13,000	0.00

No one abstained from voting on Resolution 3(b).

Based on the results of the proxy voting, the Chairman declared the Resolution 3(b), being an Ordinary Resolution, carried by a majority vote, and it was

RESOLVED THAT Mr Roger Tan Chade Phang who retired in accordance to Article 93 of the Company's Constitution be and is hereby re-appointed as a Director of the Company.

Mr Roger Tan Chade Phang who was being re-appointed, would continue to also serve as the Lead Independent Director, Chairman of the Nominating and Remuneration Committee and a member of the Audit and Risk Committee of the Company. The Board considered Mr. Roger Tan Chade Phang as independent for the purposes of Rule 704(7) of the Singapore Exchange Securities Trading Limited ("SGX-ST") Listing Manual Section B: Rules of Catalist (the "Catalist Rules").

8. RESOLUTION 3(c): RE-APPOINTMENT OF MR JACKSON TAY ENG KIAT AS THE COMPANY'S DIRECTOR

The motion to re-appoint Mr Jackson Tay Eng Kiat as a Director of the Company was proposed by the Chairman and put to vote.

The results of the proxy voting for Resolution 3(c) was as follows:

OUE LIPPO HEALTHCARE LIMITED
(Registration No. 201304341E)

MINUTES OF THE ANNUAL GENERAL MEETING HELD ON 29 APRIL 2021 - Page 5

Total number of Shares represented by votes for and against the resolution	For		Against	
	Number of Shares	As a percentage of total number of votes for and against the resolution (%)	Number of Shares	As a percentage of total number of votes for and against the resolution (%)
3,984,799,726	3,984,786,726	100.00	13,000	0.00

No one abstained from voting on Resolution 3(c).

Based on the results of the proxy voting, the Chairman declared the Resolution 3(c), being an Ordinary Resolution, carried by a majority vote, and it was

RESOLVED THAT Mr Jackson Tay Eng Kiat who retired in accordance to Article 93 of the Company's Constitution be and is hereby re-appointed as a Director of the Company.

Mr Jackson Tay Eng Kiat who was being re-appointed, would continue to also serve as an Independent and Non-Executive Director and a member of the Nominating and Remuneration Committee and the Audit and Risk Committee of the Company. The Board considered Mr Jackson Tay Eng Kiat as independent for the purposes of Rule 704(7) of the Catalist Rules.

9. RESOLUTION 4: RE-APPOINTMENT OF KPMG LLP AS THE COMPANY'S AUDITORS

The motion to re-appoint Messrs KPMG LLP as Auditors of the Company was proposed by the Chairman and put to vote.

The results of the proxy voting for Resolution 4 was as follows:

Total number of Shares represented by votes for and against the resolution	For		Against	
	Number of Shares	As a percentage of total number of votes for and against the resolution (%)	Number of Shares	As a percentage of total number of votes for and against the resolution (%)
3,984,799,726	3,984,786,726	100.00	13,000	0.00

No one abstained from voting on Resolution 4.

Based on the results of the proxy voting, the Chairman declared the Resolution 4, being an Ordinary Resolution, carried by a majority vote, and it was:

RESOLVED THAT KPMG LLP be and are hereby re-appointed as Auditors of the Company to hold office until the conclusion of the next Annual General Meeting at a remuneration to be determined by the Directors.

10. RESOLUTION 5: SHARE ISSUE MANDATE

The motion as set out in item 5 of the Notice was proposed by the Chairman and put to vote.

The results of the proxy voting for Resolution 5 was as follows:

OUE LIPPO HEALTHCARE LIMITED
(Registration No. 201304341E)

MINUTES OF THE ANNUAL GENERAL MEETING HELD ON 29 APRIL 2021 - Page 6

Total number of Shares represented by votes for and against the resolution	For		Against	
	Number of Shares	As a percentage of total number of votes for and against the resolution (%)	Number of Shares	As a percentage of total number of votes for and against the resolution (%)
3,984,799,726	3,984,786,726	100.00	13,000	0.00

No one abstained from voting on Resolution 5.

Based on the results of the proxy voting, the Chairman declared the Resolution 5, being an Ordinary Resolution, carried by a majority vote, and it was:

RESOLVED THAT pursuant to Section 161 of the Companies Act, Cap. 50 of Singapore and the Catalyst Rules and notwithstanding the provisions of the Constitution of the Company, authority be and is hereby given to the Directors of the Company to:

- a.
 - (i) issue shares in the capital of the Company (whether by way of rights, bonus or otherwise); and/or
 - (ii) make or grant offers, agreements or options (collectively, “**instruments**”) that may or would require shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) options, warrants, debentures or other instruments convertible into shares,

at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit; and

- b. (notwithstanding that the authority conferred by this Resolution may have ceased to be in force) issue shares in pursuance of any instrument made or granted by the Directors while this Resolution was in force,

provided that:

- (i) the aggregate number of shares to be issued pursuant to this Resolution (including shares to be issued in pursuance of instruments made or granted pursuant to this Resolution) does not exceed one hundred per cent (100%) of the total number of issued shares excluding treasury shares and subsidiary holdings (as calculated in accordance with sub-paragraph (ii) below), of which the aggregate number of shares to be issued other than on a *pro-rata* basis to shareholders of the Company (including shares to be issued in pursuance of instruments made or granted pursuant to this Resolution) does not exceed fifty per cent (50%) of the total number of issued shares excluding treasury shares and subsidiary holdings (as calculated in accordance with sub-paragraph (ii) below);
- (ii) for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (i) above, the percentage of the total number of issued shares excluding treasury shares and subsidiary holdings shall be calculated based on the total number of issued shares excluding treasury shares and subsidiary holdings at the time of the passing of this Resolution, after adjusting for:
 - (1) new shares arising from the conversion or exercise of any convertible securities;

- (2) new shares arising from exercise of share options or vesting of share awards provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and
- (3) any subsequent bonus issue, consolidation or subdivision of shares;

adjustments in accordance with sub-paragraphs (1) and (2) above are only to be made in respect of new shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of the passing of this Resolution;

- (iii) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Catalist Rules for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution for the time being of the Company; and
- (iv) unless revoked or varied by the Company in general meeting, the authority conferred by this Resolution shall continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier.

11. RESOLUTION 6: ADOPTION OF NEW CONSTITUTION

The motion as set out in item 6 of the Notice was proposed by the Chairman and put to vote.

The results of the proxy voting for Resolution 6 was as follows:

Total number of Shares represented by votes for and against the resolution	For		Against	
	Number of Shares	As a percentage of total number of votes for and against the resolution (%)	Number of Shares	As a percentage of total number of votes for and against the resolution (%)
3,984,799,726	3,984,786,726	100.00	13,000	0.00

No one abstained from voting on Resolution 6.

Based on the results of the proxy voting, the Chairman declared the Resolution 6, being a Special Resolution, carried by a majority vote of not less than three-fourths of the total number of votes cast for and against Resolution 6, and it was:

RESOLVED THAT

- a. the regulations contained in the New Constitution submitted to this Meeting, as set out in the Appendix to the Annual Report dated 31 March 2021, be approved and adopted as the Constitution of the Company in substitution for, and to the exclusion of, the Existing Constitution; and
- b. the Directors and each of them be and are hereby authorised to do and complete all such acts and things, including without limitation, executing all such documents and to approve any amendments, alteration or modification to any documents as they may consider necessary, desirable or expedient to give effect to this Special Resolution as they or he may think fit.

12. CLOSING ADDRESS

There being no further business, the Chairman thanked the shareholders for their attendance and declared the Meeting closed at 2:30 p.m.

CONFIRMED AS TRUE RECORD OF PROCEEDINGS HELD

LEE YI SHYAN
CHAIRMAN OF THE MEETING

QUE LIPPO
Healthcare

ANNUAL GENERAL MEETING

29 APRIL 2021



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Agenda

- 1 Litigation Updates
- 2 Transformation Roadmap
- 3 Business Review
- 4 Improving Financial Position
- 5 Looking Ahead



Litigation Updates

Dispute with the Crest Entities

- Receivable as at 31 Dec 2019 amounted to approx. S\$32 million
- Received favourable judgment in July 2020 from the High Court
- Received payment in full for the outstanding receivable
- The Court of Appeal largely upheld the decision of the High Court in March 2021

Dispute on Wuxi Hospital

- Enforced Singapore arbitration award in Hong Kong, Taiwan and China and successfully recovered approx. S\$1.7million in total to-date
- Received favourable first-instance judgment in Nov 2019 from the Wuxi Xinwu District Court dismissing challenge to our ownership of the Wuxi Hospital land and buildings
- Appeal application against the above first-instance judgment was withdrawn in March 2021, which makes the first-instance judgment final and binding

Transformation Roadmap

Strategic Partnerships, Asset-Light Business Model, Pan-Asia Expansion



**Building New
Growth Engines**

Scaling Up

Strengthening

Stabilising



**Strengthening
Financial Position**

Business Review – China

Prince Bay China Merchants – Lippo General Hospital

Own-and-Operate



- OUELH entered into shareholders' agreement with China Merchants Group in Jan 2020
- Progress: Piling works commenced in Q1 2021
- Expected TOP (bare-finish) in end-2022; Expected to commission in 2024

Changshu China Merchants – Lippo O&G Hospital

Lease-and-Operate



- CM Lippo JV entered into lease agreement in Dec 2020
- 19.5 years lease agreement upon completion of construction
- Progress: Completed superstructure of two hospital wings; basement construction works ongoing for the third wing
- Expected TOP (bare-finish) in end-2021; Expected to commission in 2023

Business Review – Myanmar



- Three hospitals in Myanmar JV continue to be operational amidst the COVID-19 pandemic and political uncertainties
- The flagship Pun Hlaing Hospital in Yangon is the only hospital that offers the full suite of COVID-19 related services (including testing, isolation, treatment etc.)
 - COVID-19 related services have mitigated impact brought about by the ongoing pandemic
- Despite the challenges, the Myanmar JV continues to generate positive operating cashflow so far
- Following the recent ASEAN Summit on Myanmar held in Indonesia, we remain vigilant in monitoring new developments

Business Review – First REIT



- Restructured Master Lease Agreements
 - New sustainable & stable long-term master lease structure
- Recapitalised Balance Sheet with Rights Issue
 - Improved financial flexibility
 - Paved way for further diversification of funding
 - Stronger balance sheet and debt profile post-rights
- Refinanced Debt Obligations
 - Debt headroom in excess of S\$300m for future acquisitions
- Repositioned for Growth
 - Diversify from over reliance on a single market

QUELH strengthened its position as Sponsor

Subscribed in full its total allotments of the rights units as well as excess rights units
Direct holding in First REIT increased from 10.4%¹ to 15.4%

¹as at 31 December 2020

Improving Financial Position

Scaling Up

Strengthening

Stabilising

- Existing Shareholder Loans and accrued interest of S\$189.6m converted into Perpetual Securities in 2021
 - Improved gearing ratio from 2.5 times to 0.6 times
- Better positioned to tap into the capital markets
- Recycling of capital

- Private placement to ITOCHU Corporation of approx. S\$78.8m in 2018
- OUELH rights issue that raised approx. S\$150m in 2018

- General Offer by OUE in 2017
- OUE provided loan facility of approx. S\$165.4m in 2017

Looking Ahead



THANK YOU

QUE LIPPO
Healthcare

