NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, IN WHOLE OR IN PART, IN, INTO OR FROM ANY JURISDICTION WHERE TO DO SO WOULD CONSTITUTE A VIOLATION OF THE RELEVANT LAWS OF THAT JURISDICTION. THIS JOINT ANNOUNCEMENT SHALL NOT CONSTITUTE AN OFFER TO SELL OR A SOLICITATION OF AN OFFER TO SUBSCRIBE FOR OR BUY SECURITIES IN ANY JURISDICTION, INCLUDING IN THE UNITED STATES OF AMERICA.

SINGAPORE PAINCARE HOLDINGS LIMITED	**ADVANCE BRIDGE HEALTHCARE PTE. LTD.**
Company Registration No.: 201843233N	Company Registration No.: 202447487G
(Incorporated in the Republic of Singapore)	(Incorporated in the Republic of Singapore)

JOINT ANNOUNCEMENT

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

REMINDER TO SCHEME SHAREHOLDERS

---

1. INTRODUCTION

1.1 The respective boards of directors of Singapore Paincare Holdings Limited (the "**Company**") and Advance Bridge Healthcare Pte. Ltd. (the "**Offeror**") refer to the following announcements:

(a) the joint announcement dated 28 May 2025 made by the Company and 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 ("**No Increase in Scheme Consideration Announcement**");

(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;

(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**");

(f) the announcement dated 13 August 2025 made by the Company in relation to the electronic despatch of the scheme document dated 13 August 2025 ("**Scheme Document**") to the Scheme Shareholders ("**Electronic Despatch Announcement**"); and

(g) the announcement dated 20 August 2025 made by the Company in relation to the grant of extension of time or waivers by the SGX-ST in respect of Catalist Rules 705(1), 707(1) and 711A.

1.2 Capitalised terms not defined in this joint announcement (the "**Announcement**") shall have the respective meanings given to them in the Scheme Document.

2. REMINDER TO SCHEME SHAREHOLDERS

The respective boards of directors of the Company and the Offeror wish to remind Scheme Shareholders of the following information in this Announcement in relation to the Scheme.

3. NO INCREASE IN SCHEME CONSIDERATION

3.1 As stated in paragraph 2 of the No Increase in Scheme Consideration Announcement and further stated in the Scheme Document, upon the Scheme becoming effective and binding in accordance with its terms, in consideration of the transfer of the Scheme Shares from the Entitled Shareholders to the Offeror, each Entitled Shareholder shall be entitled to receive the Scheme Consideration (i.e. S$0.16 in cash) for each Scheme Share.

3.2 **The Scheme Consideration is final** and the Offeror **DOES NOT** intend to increase the Scheme Consideration, save that the Offeror reserves the right to do so in accordance with the Code if a competitive situation arises. Therefore, in accordance with Rule 20.2 of the Code, save where a competitive situation arises, the Offeror will not be allowed to subsequently revise the Scheme Consideration.

4. ELECTRONIC DESPATCH OF THE SCHEME DOCUMENT

4.1 The Company has on 13 August 2025, despatched the Scheme Document to the Scheme Shareholders by electronic means via publication 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.

4.2 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 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 Scheme Resolution referred to in the Notice of Scheme Meeting.

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.

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

Printed copies of the Notice of Scheme Meeting, the Proxy Form and the Request Form has been despatched to the Scheme Shareholders by the Company on 13 August 2025. The Notice of Scheme Meeting, the Proxy Form and the Request Form are also 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.

6. DATE, TIME AND CONDUCT OF THE SCHEME MEETING

6.1 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.

6.2 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.

6.3 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.

7. ACTION TO BE TAKEN BY SCHEME SHAREHOLDERS

7.1 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.

7.2 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.

7.3 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.

7.4 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.

8. VOTING AT THE SCHEME MEETING

Please refer to the Notice of Scheme Meeting and the Electronic Despatch Announcement for more details on the arrangements relating to the conduct of the Scheme Meeting, including

with respect to, amongst others, voting at the Scheme Meeting by the Scheme Shareholder: (a) in person; or (b) by his/her/its duly appointed proxy.

9. KEY DATES/DEADLINES

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

Last date and time for the Company's responses to substantial and relevant questions received from Scheme Shareholders, if any	:	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.

10. RESPONSIBILITY STATEMENTS

10.1 **Offeror.** The directors of the Offeror (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 Offeror (excluding information relating to the Company or any opinion expressed by 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 Offeror 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 (including the Company), the sole responsibility of the directors of the Offeror 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 Offeror do not accept any responsibility for any information relating to the Company, or any opinion expressed by the Company.

10.2 **Company.** 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 (excluding 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) 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 (including the Offeror and/or the Offeror's Concert Parties), 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.

21 August 2025

By Order of the Board	By Order of the Board
SINGAPORE PAINCARE HOLDINGS LIMITED	**ADVANCE BRIDGE HEALTHCARE PTE. LTD.**

Any queries relating to this Announcement, the Acquisition or the Scheme should be directed during office hours to the UOB helpline at (65) 6539 7066.

Forward-Looking Statements

All statements other than statements of historical facts included in this Announcement are or may be forward-looking statements. Forward-looking statements include but are not limited to those using words such as "seek", "expect", "anticipate", "estimate", "believe", "intend", "project", "plan", "strategy", "forecast" and similar expressions or future or conditional verbs such as "will", "would", "should", "could", "may", and "might". These statements reflect the Offeror's or the Company's (as the case may be) current expectations, beliefs, hopes, intentions or strategies regarding the future and assumptions in light of currently available information. Such forward-looking statements are not guarantees of future performance or events and involve known and unknown risks and uncertainties. Accordingly, actual results may differ materially from those described in such forward-looking statements. Shareholders and investors of the Offeror and the Company should not place undue reliance on such forward-looking statements, and neither the Offeror nor the Company undertakes any obligation to update publicly or revise any forward-looking statements.

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.