MEDI LIFESTYLE

MEDI LIFESTYLE LIMITED

(Company Registration Number 201117734D)

(Incorporated in the Republic of Singapore on 26 July 2011)

Medi Lifestyle Signs Non-Binding Term Sheet to Acquire 60% stake in EM2AI from Q & M Dental Group

- **The proposed acquisition would give Medi Lifestyle a majority stake in a Singapore-developed dental AI platform with live clinical deployment**
- **Consideration of approximately S$6.76 million to be satisfied entirely through the allotment and issue of 138,000,000 new ordinary shares in Medi Lifestyle at S$0.049 each**
- **The proposed transaction includes profit targets of S$1.00 million, S$1.50 million and S$2.50 million for FY2027, FY2028 and FY2029 respectively**
- **The proposed acquisition would give Medi Lifestyle a route into technology-enabled healthcare, supported by a live operating use case, an established clinical reference environment and a product that can be commercialised across dental networks**
- **The Company intends to conduct a fundraising exercise through private placement to support its business expansion and strategic growth initiatives**

Singapore, 16 August 2026 — Medi Lifestyle Limited (the "**Company**" or "**Medi Lifestyle**"), a diversified outsourced services and commodity trading group listed on the Catalist board of the Singapore Exchange Securities Trading Limited ("**SGX-ST**"), wishes to announce that it has entered into a non-binding term sheet (the "**Term Sheet**") to acquire a 60% stake in the issued share capital of EM2AI Pte. Ltd. ("**EM2AI**" or the "**Target Company**", and together with its sole subsidiary, the "**Target Group**") from Q & M Dental Group (Singapore) Limited (the "**Seller**") (the "**Proposed Acquisition**").

The Term Sheet is non-binding, save for certain limited provisions, and the Proposed Acquisition remains subject in all respects to the satisfactory completion of due diligence and to the negotiation, execution and delivery of definitive, legally binding agreements (the "**Definitive Agreements**"). Neither party is under any obligation to proceed unless and until the Definitive Agreements are executed.

Why EM2AI

EM2AI is a Singapore-incorporated medical technology company focused on artificial intelligence ("**AI**") solutions for dental diagnostics and treatment planning. Its technology supports a practical clinical workflow by analysing dental X-rays, automating dental charting ("**ADC**") and generating structured information for dentists to review when planning treatment.

EM2AI's platform has progressed from development to clinical deployment. In April 2024, the company announced that its AI X-ray dental condition detection and ADC systems had been deployed across Q & M Dental's clinics in Singapore. Its public product materials also describe a cloud-based solution designed for multi-clinic networks, with tools for radiograph detection, dental charting, patient records and treatment planning.

EM2AI has also received recognition in Singapore's national AI ecosystem. It participated in AI Singapore's 100 Experiments programme, where its project focused on using deep learning to detect dental pathologies from X-ray images and help dentists assess patients more efficiently. In his National Day Rally speech on 17 August 2025, Prime Minister Lawrence Wong cited Q & M Dental as an example of how AI can help dentists analyse X-rays faster while keeping dentists responsible for checking the results and deciding on treatment.

For Medi Lifestyle, the proposed acquisition provides an entry into technology-enabled healthcare, supported by a live operating use case, an established clinical reference environment and a product that can be commercialised across dental networks. The Company believes EM2AI's combination of domain-specific data, clinical workflow integration and SaaS delivery model may support expansion beyond the current Q & M environment, including in Singapore and selected Southeast Asian markets, subject to regulatory, commercial and execution considerations.

Transaction Structure

Pursuant to the Term Sheet, Medi Lifestyle proposes to acquire 60% of the issued share capital of EM2AI from the Seller. The consideration would be satisfied entirely by the allotment and issue of 138,000,000 new ordinary shares in Medi Lifestyle at an issue price of S$0.049 per share, ascribing a value of approximately S$6.76 million to the 60% stake. The issuance remains subject to applicable laws, the SGX-ST Listing Manual and the terms of the Definitive Agreements.

The parties intend to include a profit-target mechanism based on the Target Group's aggregate net profit after tax, with targets of not less than S$1.00 million for FY2027, S$1.50 million for FY2028 and S$2.50 million for FY2029. The detailed mechanics will be set out in the Definitive Agreements.

Key Terms and Conditions

Completion of the Proposed Acquisition would be subject to customary conditions precedent, to be set out in the Definitive Agreements, including satisfactory due diligence, all necessary approvals and consents, and no material adverse change in the Target Group.

Among the further terms contemplated, Medi Lifestyle would undertake to raise or procure the raising of capital of not less than S$30 million within two years following completion of the Proposed Acquisition to fund EM2AI's subsequent business activities, including growth in Singapore and Southeast Asia.

The Seller (or its nominee) would also enter into a consultancy agreement with Medi Lifestyle, and the Company's selected major shareholders would grant the Seller a right of first refusal to tag along in any future disposal of their shares.

Certain provisions of the Term Sheet — relating to exclusivity, confidentiality, costs, and governing law and dispute resolution — are legally binding. Under the exclusivity provision, the Target Company, its shareholders, directors and officers have agreed not to solicit or negotiate any competing transaction with a third party for three months from the date of the Term Sheet, unless the Company approves otherwise in writing.

Mr Tan Lee Seng, Executive Director and Chief Executive Officer of Medi Lifestyle, said:

> ***"EM2AI gives Medi Lifestyle a clear entry point into technology-enabled healthcare. Its technology has progressed from research into a live dental network, where AI supports X-ray assessment and clinical workflows. We see an opportunity to combine EM2AI's dental and engineering capabilities with Medi Lifestyle's capital base, operating support and regional ambitions."***

None of the Directors or controlling shareholders of the Company and their respective associates has any interest, direct or indirect, in the Proposed Acquisition, other than through their respective shareholdings (if any) in the Company.

Further details in relation to the Proposed Acquisition will be provided upon the entry into the Definitive Agreements.

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About Medi Lifestyle Limited

Medi Lifestyle Limited (SGX: Z4D) is an SGX Catalist-listed investment holding company diversified across high-growth business services and international commerce. Through its dedicated operating subsidiaries, the Group provides outsourced permanent placement services in Singapore and operates an international commodity trading arm focused on the commodities trading business within Asia.

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