

SINGAPORE MEDICAL GROUP LIMITED

(Company Registration No. 200503187W)

(Incorporated in the Republic of Singapore)

VOLUNTARY CONDITIONAL GENERAL OFFER FOR ALL THE ISSUED AND PAID-UP ORDINARY SHARES IN THE CAPITAL OF SINGAPORE MEDICAL GROUP LIMITED

RESPONSE TO OFFER ANNOUNCEMENT

1. Introduction

- 1.1 The board of directors ("**Board**") of Singapore Medical Group Limited ("**Company**") refers shareholders of the Company ("**Shareholders**") to the announcement ("**Offer Announcement**") issued on 13 September 2022 ("**Offer Announcement Date**") by Ernst & Young Corporate Finance Pte Ltd ("**EYCF**") for and on behalf of TLW Success Pte. Ltd. ("**Offeror**") relating to, *inter alia*, the voluntary conditional general offer ("**Offer**") in accordance with Rule 15 of the Singapore Code on Take-overs and Mergers ("**Code**") for all the issued and paid-up ordinary shares ("**Shares**") in the capital of the Company, other than any Shares held in treasury and those Shares held, directly or indirectly, by the Offeror as at the date of the Offer.
- 1.2 According to the Offer Announcement, the offer document ("**Offer Document**") setting out the full terms and conditions of the Offer and enclosing the relevant form(s) of acceptance will be despatched to Shareholders not earlier than 14 days and not later than 21 days from the Offer Announcement Date.
- 1.3 A copy of the Offer Announcement is available on the website of the Singapore Exchange Securities Trading Limited at www.sgx.com. Shareholders are advised to carefully review, in conjunction with this Announcement, the Offer Announcement in its entirety, in particular, for the principal terms of the Offer, information on the Offeror, the rationale for the Offer, details of holdings by the Offeror and certain parties acting in concert with it, and the Offeror's intentions for the Company in respect of the listing status of the Company.

2. Independent Financial Adviser

- 2.1 The Board will, in connection with the Offer, appoint an independent financial adviser ("**IFA**") to advise the directors of the Company who are considered to be independent for the purpose of making a recommendation to Shareholders in respect of the Offer ("**Recommending Directors**"). An announcement relating to the appointment of the IFA will be made by the Company in due course.
- 2.2 A circular containing, *inter alia*, the advice of the IFA and the recommendation of the Recommending Directors in respect of the Offer ("**Offeree Circular**") will be sent to Shareholders within 14 days of the despatch of the Offer Document to be issued by EYCF,

for and on behalf of the Offeror, in connection with the Offer.

- 2.3 The Company will make an announcement to inform Shareholders of the despatch of the Offeree Circular in due course.

3. **Cautionary Statement**

In the meantime, Shareholders are advised to exercise caution and seek appropriate independent professional advice when dealing with their Shares and refrain from taking any action in relation to their Shares which may be prejudicial to their interests, until they and/or their advisers have considered all relevant information set out in the Offeree Circular, including the recommendation of the Recommending Directors as well as the advice of the IFA. Shareholders who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor or other professional advisers.

4. **Directors' Responsibility Statement**

- 4.1 The directors of the Company ("**Directors**") (including those who may have delegated detailed supervision of this Announcement) have taken all reasonable care to ensure that the facts stated and all opinions expressed in this Announcement are fair and accurate and that there are no other material facts not contained in this Announcement, the omission of which would make any statement in this Announcement misleading. The Directors jointly and severally accept responsibility accordingly.
- 4.2 Where 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 has been to ensure through reasonable enquiries that such information is accurately extracted from such sources or, as the case may be, reflected or reproduced in this Announcement.

BY ORDER OF THE BOARD

Ho Lon Gee
Lead Independent Director
13 September 2022

*This Announcement has been prepared by Singapore Medical Group Limited ("**Company**") and its contents have been reviewed by the Company's sponsor, UOB Kay Hian Private Limited ("**Sponsor**") for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") Listing Manual Section B: Rules of Catalyst.*

This Announcement has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this Announcement, including the accuracy, completeness or correctness of any of the information, statements or opinions made or reports contained in this Announcement.

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