

CLEARBRIDGE HEALTH LIMITED
 (Company Registration No.: 201001436C)
 (Incorporated in the Republic of Singapore)

PROPOSED PLACEMENT OF 80,450,200 NEW ORDINARY SHARES (THE "PLACEMENT SHARES") IN THE CAPITAL OF CLEARBRIDGE HEALTH LIMITED (THE "PLACEMENT")

1. INTRODUCTION

- 1.1 The board of directors (the "**Directors**") of Clearbridge Health Limited (the "**Company**", and together with its subsidiaries, the "**Group**") wishes to announce that the Company had, on 26, 27 and 28 July 2019, entered into subscription agreements (each, a "**Subscription Agreement**", and collectively, the "**Subscription Agreements**") with each of the subscribers (the "**Subscribers**") set out in paragraph 1.3.
- 1.2 Subject to and upon the terms of the respective Subscription Agreements, the Subscribers have agreed to subscribe and pay for, and the Company will allot and issue to the Subscribers, an aggregate of 80,450,200 Placement Shares at the price of S\$0.141 for each Placement Share (the "**Placement Price**"), amounting to an aggregate Placement consideration of approximately S\$11.34 million.
- 1.3 The details of the allotment to each of the Subscribers are set out below.

*Shareholders of the Company ("**Shareholders**") should note that the particulars of the Subscribers set out below were provided by the respective Subscribers and the Company and the Directors have not independently verified the accuracy or completeness of such information.*

Subscriber	Number of Placement Shares Subscribed for	Subscription Consideration Payable (S\$'000)	Shareholding as a percentage of the issued share capital of the Company as at the date of this announcement ⁽¹⁾	Shareholding as a percentage of enlarged issued share capital of Company	Particulars of Subscriber
Coop International Pte. Ltd.	17,730,500	2,500	4.78%	7.19%	An investment company incorporated in Singapore and a subsidiary of Bonvests Holdings Ltd., a company listed on the SGX-ST (as defined below), with businesses in property development and investment,

						hotel ownership and management, and waste management and contract cleaning of buildings
Low Ching Shijin	See (Liu Shijin)	7,092,200	1,000	0.82%	1.94%	A private investor
Chong Hong	Siew Hong	7,092,200	1,000	0.44%	1.61%	A private investor
Macondray Company Limited		3,547,000	500	0.34%	0.91%	An investment holding company
Chang Seow	Ling	3,546,100	500	0.77%	1.28%	A private investor
Tay Kuan Huat		3,546,100	500	0.68%	1.20%	A private investor
Kuik Huat	Thiam	3,546,100	500	0.00%	0.62%	A private investor
Koh Teak Huat		3,546,100	500	0.00%	0.62%	A private investor
Ong Kim On		2,836,900	400	Less than 0.01%	0.50%	A private investor
Kuik Chim Mui		2,127,700	300	0.00%	0.37%	A private investor
Teo Kheng	Poh	2,000,000	282	1.07%	1.27%	A private investor
Tan Swee Ling		2,000,000	282	0.20%	0.52%	A private investor
Kenny Zhenqi	Liu	2,000,000	282	0.24%	0.56%	A private investor
Wong Chi Wai Roy	(Huang Zhiwei)	1,800,000	254	1.15%	1.30%	A private investor
Ramesh S/O Pritamdas Chandiramani		1,773,100	250	0.08%	0.38%	A private investor
Wong Yat Foo		1,773,100	250	2.62%	2.56%	Founder and chairman of a private equity firm
Song Tang Yih		1,773,100	250	0.24%	0.52%	A private investor
Leong Seng	Yow	1,418,500	200	0.50%	0.68%	A private investor
Ng Mui Ee		1,418,500	200	0.48%	0.66%	A private investor
Mak Mun Keat		1,205,900	170	0.04%	0.24%	A private investor
Tan Koon	Peng	1,063,900	150	0.00%	0.19%	A private investor
Shie Yong Fah		1,000,000	141	1.01%	1.04%	A private investor
Sam Yuzhe		851,500	120	0.00%	0.15%	A private investor
Leong Sung Yi		851,100	120	0.59%	0.66%	A private investor

Donald Ho Kian Peng	709,300	100	0.43%	0.50%	A private investor
Wong Yat Yong	709,300	100	0.48%	0.53%	A private investor
Toh Chin Teck	709,300	100	0.07%	0.18%	A private investor
Chng Kiat Leng	709,300	100	0.51%	0.56%	A private investor
Lai Chien Chou	709,300	100	0.00%	0.12%	A private investor
Lee Song Lim	354,700	50	0.05%	0.10%	A private investor
Liu Shen Hong	354,700	50	0.01%	0.07%	A private investor
Loh Chong Huei	300,000	42	0.04%	0.09%	A private investor
Wee Tian Sing	212,800	30	0.03%	0.06%	A private investor
Loo Han Ping Victor	141,900	20	0.30%	0.28%	A private investor

(1) Include deemed interest, if any

- 1.4 The Placement Shares shall be issued as fully paid and free from all claims, mortgages, charges, liens and other encumbrances whatsoever and shall rank *pari passu* in all respects with the existing ordinary shares in the capital of the Company ("**Shares**"), provided that, subject to completion of the Placement ("**Completion**"), the Placement Shares shall rank for, including without limitation, any entitlements, distributions, dividends or rights, the record date in respect of which falls on or after the date of Completion.
- 1.5 As at the date of this announcement, the Company has an issued and paid-up share capital of 494,120,702 Shares and outstanding convertible bonds convertible into 39,285,714 Shares. The Placement Shares, when allotted and issued, will represent approximately 16.28% of the existing issued and paid-up share capital of the Company and 15.08% of the share capital of the Company on a fully diluted basis. Immediately after Completion and assuming that no further Shares are issued prior thereto, the Company's issued and paid-up share capital will increase to 574,570,902 Shares (the "**Enlarged Share Capital**"). The Placement Shares will represent approximately 14.00% of the Enlarged Share Capital and 13.11% of the Enlarged Share Capital on a fully diluted basis.
- 1.6 The Company will be making an application through its sponsor to Singapore Exchange Securities Trading Limited (the "**SGX-ST**") for the listing of, and quotation for, the Placement Shares on the Catalist Board of the SGX-ST ("**Catalist**"). The Company will make the necessary announcement in due course when the listing and quotation notice (the "**LQN**") has been obtained from the SGX-ST.
- 1.7 The Placement was undertaken pursuant to the private placement exemption under Section 272B of the Securities and Futures Act, Chapter 289 of Singapore. As such, no prospectus or offer information statement will be lodged with the Monetary Authority of Singapore in connection with the Placement.
- 1.8 The Placement Shares will not be issued to transfer a controlling interest in the Company and none of the Placement Shares will be placed to any of the persons set out as restricted persons under Rule 812 of the SGX-ST Listing Manual Section B: Rules of Catalist (the "**Catalist Rules**").
- 1.9 No placement agent has been appointed in respect of the Placement.

2. AUTHORITY TO ISSUE SHARES

- 2.1 The Placement Shares will be allotted and issued pursuant to the general mandate obtained from Shareholders at the annual general meeting of the Company held on 25 April 2019 for the issuance of Shares (including the making or granting of offers, agreements or options that might or would require Shares to be issued) (the "**General Mandate**").
- 2.2 Pursuant to the General Mandate, the Directors are authorised to, among other things, allot and issue new Shares not exceeding 100.0% of the Company's total number of issued Shares (excluding treasury shares and subsidiary holdings) as at 25 April 2019, after adjusting for (a) new Shares arising from the conversion or exercise of any convertible securities; (b) new Shares arising from the exercise of share options or vesting of share awards which are outstanding and/or subsisting at the time of the passing of the resolution, provided that such share options or share awards (as the case may be) were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and (c) any subsequent bonus issue, consolidation or subdivision of Shares (the "**Base Figure**"), of which the aggregate number of Shares to be issued other than on a pro-rata basis to existing Shareholders shall not exceed 50.0% of the Base Figure.
- 2.3 As at the date the General Mandate was approved on 25 April 2019, the Company's adjusted total number of issued Shares (excluding treasury shares and subsidiary holdings) was 523,239,274 Shares. As at the date of this announcement, pursuant to the General Mandate, the Company has issued an aggregate of 4,810,000 Shares as well as S\$1.5 million in convertible bonds convertible into 5,357,142 Shares. Accordingly, the total number of Shares that may be issued pursuant to the General Mandate is 513,072,132 Shares, of which the maximum number of Shares that may be issued other than on a pro-rata basis is 256,536,066 Shares.
- 2.4 The proposed allotment and issuance of 80,450,200 Placement Shares will fall within the maximum number of 256,536,066 Shares that may be issued pursuant to the General Mandate other than on a pro-rata basis, and as such, the prior approval of Shareholders is not required for the issuance of the Placement Shares under the Placement.

3. PRINCIPAL TERMS OF THE PLACEMENT

3.1 Placement Price

The Placement Price of S\$0.141 for each Placement Share represents a discount of approximately 9.96% to the volume weighted average price of S\$0.1566 for trades done on Catalist on 26 July 2019, being the full market day on which the Subscriptions Agreements were signed.

3.2 Conditions Precedent to Completion

Pursuant to the terms of the respective Subscription Agreements, Completion is conditional upon, among other things:

- (a) the LQN not having been revoked or amended and, where such approval is subject to conditions that are required to be fulfilled on or before the completion date, their being so fulfilled or waived by the SGX-ST; and

- (b) the allotment, issue and subscription of the Placement Shares not being prohibited by any statute, order, rule, regulation or directive promulgated or issued after the date of the Subscription Agreements by any legislative, executive or regulatory body or authority of Singapore which is applicable to the Company or the respective Subscribers.

4. FURTHER INFORMATION ON THE SUBSCRIBERS

- 4.1 Except Koh Teak Huat, Sam Yuzhe and Lai Chien Chou, the Subscribers are existing Shareholders and/or existing bondholders of the Company. Each of these Subscribers had previously expressed an interest to invest or further invest in the Company and were independently approached by the Company. The Company understands that these Subscribers have entered into their respective Subscription Agreements purely for financial investment purposes.
- 4.2 Immediately after Completion, Coop International Pte. Ltd. will become a substantial Shareholder holding 7.19% of the Enlarged Share Capital.
- 4.3 Except as disclosed in this announcement, as at the date of this announcement, the Subscribers do not hold, directly or indirectly, any shares in the capital of the Company and is not related to any of the Directors or substantial Shareholders and their respective associates.

5. RATIONALE AND USE OF PROCEEDS

- 5.1 The Directors are of the view that the Placement is beneficial to the Group as it will increase resources and working capital available to the Company so as to pursue acquisition and/or business opportunities and improve cash flow, as part of management's strategy to achieve long-term growth and deliver shareholder value.
- 5.2 The estimated net proceeds from the Placement (after deducting professional fees and related expenses of approximately S\$58,000) are approximately S\$11.29 million (the "**Net Proceeds**").
- 5.3. The Company intends to utilise the Net Proceeds as follows:
 - (a) approximately S\$7.90 million (representing approximately 70.0% of the Net Proceeds) for expansion of the Company's businesses through mergers and acquisitions, joint ventures, strategy collaborations and/or investment, or organically in Asia; and
 - (b) approximately S\$3.39 million (representing approximately 30.0% of the Net Proceeds) for general working capital purposes.
- 5.4 The Company will make periodic announcements on the utilisation of the Net Proceeds as and when the Net Proceeds are materially disbursed, including whether the use was in accordance with the stated use and in accordance with the percentage allocated as announced and will provide a status report on the utilisation of such Net Proceeds in its annual report(s). Where the Net Proceeds are used for working capital purposes, the Company will provide a breakdown with specific details on how the Net Proceeds have been applied in the relevant announcements and annual report(s). Where there is any material deviation from the stated use of proceeds, the Company will announce the reasons for such deviation.

- 5.5 Pending the deployment of the Net Proceeds, such Net Proceeds may be placed as deposits with banks and/or financial institutions or invested in short-term money markets or debt instruments or for any other purposes on a short-term basis as the Directors may, in their absolute discretion, deem fit from time to time.

6. CONFIRMATION BY THE DIRECTORS

The Directors are of the opinion that, as at the date of this announcement:

- (a) after taking into consideration the Group's present internal resources and present bank facilities available to the Group, the Group has sufficient working capital to meet its present requirements. Notwithstanding the above, the purpose of the Placement is to raise funds for (i) expansion of the Company's businesses through mergers and acquisitions, joint ventures, strategy collaborations and/or investment, or organically, and (ii) general working capital purposes, as disclosed in paragraph 5.3 of this announcement; and
- (b) after taking into consideration the Group's present internal resources, present bank facilities available to the Group and the Net Proceeds, the working capital available to the Group is sufficient to meet its present requirements.

7. FINANCIAL EFFECTS OF THE PLACEMENT

- 7.1 The financial effects of the Placement set out below were prepared based on (a) the audited consolidated financial statements of the Group for the financial year ended 31 December 2018 ("**FY2018**"); and (b) the unaudited consolidated interim financial statements of the Group for the three-month period ended 31 March 2019 ("**1Q2019**").

- 7.2 For the purpose of illustrating the financial effects of the Placement, the financial effects of the Placement are computed based on, *inter alia*, the following assumptions:

- (a) the effect on the share capital and net tangible assets ("**NTA**") per Share of the Group is computed based on the assumption that the Placement was completed on 31 December 2018 or 31 March 2019 (as the case may be); and
- (b) the effect on the loss per share ("**LPS**") of the Group is computed based on the assumption that the Placement was completed on 1 January 2018 or 1 January 2019 (as the case may be).

7.3 Share Capital

The effect of the Placement on the share capital of the Group is as follows:

As at 31 March 2019

	Before the Placement	After the Placement
Number of Shares	489,310,702	569,760,902

As at 31 December 2018

	Before the Placement	After the Placement
Number of Shares	489,310,702	569,760,902

7.4 **NTA per Share**

The effect of the Placement on the NTA per Share of the Group is as follows:

As at 31 March 2019

	Before the Placement	After the Placement
NTA (S\$'000)	25,415	36,700
Number of Shares	489,310,702	569,760,902
NTA per Share (Singapore cents)	5.19	6.44

As at 31 December 2018

	Before the Placement	After the Placement
NTA (S\$'000)	25,114	36,399
Number of Shares	489,310,702	569,760,902
NTA per Share (Singapore cents)	5.13	6.39

7.5 **LPS**

The effect of the Placement on the LPS of the Group is as follows:

For 1Q2019

	Before the Placement	After the Placement
Loss attributable to owners of the Company (S\$'000)	1	(57)
Weighted average number of Shares	489,310,702	569,760,902
LPS (Singapore cents)	Less than 0.01	(0.01)

For FY2018

	Before the Placement	After the Placement
Loss attributable to owners of the Company (S\$'000)	(18,448)	(18,506)
Weighted average number of Shares	487,125,171	567,575,371
LPS (Singapore cents)	(3.79)	(3.26)

8. **INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS**

None of the Directors or (insofar as the Directors are aware) the substantial Shareholders or their respective associates, has any interest, direct or indirect, in the Placement (other than through their respective shareholdings (where applicable) in the Company).

9. **DIRECTORS' RESPONSIBILITY STATEMENT**

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this announcement and confirm after making all reasonable enquiries, that to the best of their knowledge and belief, this announcement constitutes full and true disclosure of all material facts about the Placement and the Group, and the Directors are not aware of any facts the omission of which would make any statement in this announcement misleading. Where information in this announcement has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this announcement in its proper form and context.

10. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the Subscription Agreements are available for inspection at the Company's registered office at 37 Jalan Pemimpin #08-05 Mapex Singapore 577177 during normal business hours for a period of three months from the date of this announcement.

11. FURTHER ANNOUNCEMENTS

The Company will make further announcements to update Shareholders as and when appropriate.

12. CAUTIONARY STATEMENT

Completion is subject to certain conditions. As at the date of this announcement, there is no certainty or assurance that the Placement will be completed or that no changes will be made to the terms thereof. Shareholders and potential investors are advised to read this announcement and any further announcements by the Company carefully. Shareholders and potential investors are advised to exercise caution when dealing or trading in the Shares, and where in doubt as to the actions they should take, they should consult their stockbrokers, bank managers, solicitors or other professional advisers immediately.

BY ORDER OF THE BOARD

Yee Pinh Jeremy
Executive Director and Chief Executive Officer

29 July 2019

*This announcement has been prepared by the Company and has been reviewed by the Company's sponsor, United Overseas Bank Limited (the "**Sponsor**"), for compliance with Rules 226(2)(b) and 753(2) of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") Listing Manual Section B: Rules of Catalist. This announcement has not been examined or approved by the SGX-ST. The SGX-ST 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 Chia Beng Kwan, Senior Director, Equity Capital Markets, who can be contacted at 80 Raffles Place, #03-03 UOB Plaza 1, Singapore 048624, telephone: +65 6533 9898.*